

By-Laws of the Fiesta Tableware Company Collectors Organization

Article I – Name

The name of this Organization shall be the Fiesta Tableware Company Collectors Organization (FTCCO).

Article II – Purpose

The Organization is a non-profit, 501(c)(3) charitable organization dedicated, but not limited, to educational purposes as follows:

1. This Organization will educate collectors and provide the members with the opportunity to learn and broaden their knowledge about the Fiesta Tableware Company, and its over 150-year history. This includes the relationship with the Homer Laughlin China Company and the Hall China Company throughout the years, impacting manufacturing in the USA.
2. This Organization is not organized for profit, and no part of the net earnings of this Organization shall inure to the benefit of any member of the Board of Directors or any other individual except that this Organization may make payments of reasonable compensation for services rendered.
3. The Organization shall never be operated for the primary purpose of carrying on a trade or business for profit.

Article III – Members

All Members must adhere to the By-Laws and Code of Ethics.

Section 1 – Categories of Membership

There are three categories of Membership: Standard, Honorary and Promotional. All categories of Membership are non-voting on matters concerning the Organization's governance.

1.1.0 Standard Members – Single Membership.

1.1.1 Standard members have an obligation to timely pay annual dues set by the Board.

1.1.2 There are no Couples or other joint Memberships.

1.2.0 Honorary Members

1.2.1 At their discretion, the Board may award an Honorary Membership to a Member deemed deserving of such a position based on the significant contributions they have made towards the education of collectors or their efforts made to help the Organization.

1.2.2 An Honorary membership lasts for the lifetime of a member unless suspended or removed for good cause by the Board of Directors.

1.3.0 Promotional Members

1.3.1 Promotional memberships are given at the discretion of the Board, who also sets the terms of each promotional membership and its length, to FTC & its employees, retailers, educational facilities, libraries and other organizations that help promote the Organization's goals.

Section 2 – Memberships and Applying for Membership

FTCCO is an organization with an open membership. An application for membership must be submitted either in writing or online by any individual seeking membership along with the acceptance to comply with the Code of Ethics and Conduct Agreement.

Any Member can elect to voluntarily withdraw from the Organization but that member's dues for the remainder of the Membership year are forfeited and are nonrefundable.

Section 3 – Discipline of Members

- 3.1 The Board shall have authority to suspend or expel any Member from the Organization for any one or more of the following reasons:
 - 3.1.1) Violating any provision of the Articles, By-Laws, Member Code of Ethics and Conduct, or any other written policies of the Organization.
 - 3.1.2) Acting in any way to harm the purpose or income opportunities of the Organization.
 - 3.1.3) Behavior that does not reflect positively on the Organization.
 - 3.1.4) For any other conduct that the Board finds, upon reasonable examination of the facts, is inconsistent with the purpose of the Organization and/or is detrimental to the overall good of the purpose of the organization and the benefit of its Members.

- 3.2 In the event that the Board determines that a non-Director Member should be expelled or suspended from Membership in the Organization:
 - 3.2.1 The President, or such other Officer as may be designated by the Board, shall provide notice in writing of the immediate suspension or expulsion to the Member and shall provide in the notice the reasons for the proposed suspension or expulsion.
 - 3.2.2 The expelled Member may make written submissions to the President, or another Officer as may be designated by the Board, in response to the notice received within fourteen (14) days.
 - 3.2.3 If written submissions are received in accordance with this Section, the Board will consider the submission in arriving at a final decision and shall notify the Member concerning its final decision on suspension within fourteen (14) days from the date of receipt of the submission by the President or designated board member.
 - 3.2.4 A suspension shall last for a minimum of three (3) months. If the member engages in a second offense, the Board may further suspend (see below) or expel the Member.
 - 3.2.5 Automatic expulsion shall occur for any criminal conduct against the Organization or a Member of the Organization, including, but not limited to, theft of physical or intellectual property, threats, assault, discrimination or harassment in any form, including cyber bullying.
 - 3.2.6 The Board's decision on expulsion or suspension of a member and the length of any suspension is final.
 - 3.2.7 A Member who has been expelled or suspended shall not be entitled to apply for Membership or reinstatement of Membership without the express consent of the Board.
 - 3.2.8 An expelled or suspended Member shall forfeit all rights and privileges of Membership during their suspension or following expulsion and shall not be entitled to a refund of any portions of dues paid for that year.

Article IV – Board of Directors

Authority of Directors. The Board of Directors (“Board”) is the policy-making body and may exercise all the powers and authority granted to the Organization by law. The Board shall oversee the Organization’s operations.

Section 1 - Election of Directors

- 1.1 The Board shall have up to 5 members but no fewer than 3. The number of Board members may be increased beyond 5 members by the affirmative vote of a majority of those then serving on the Board.
- 1.2 Related members are not permitted to serve simultaneously on the Board.
- 1.3 Director terms shall be staggered so that approximately half the number of Directors will end their term in any given year as detailed in Section 2 below.
- 1.4 Directors shall be elected by action of the Board as detailed in Section 3 of this Article.
- 1.5 A slate of directors shall be nominated by the Nominations and Governance (“N&G”) Committee and approved by a majority vote of the Board. The Committee shall confirm the eligibility of a nominee before submitting his or her name to the Board for consideration.
- 1.6 The Board shall vote on the slate at the Annual Meeting to be held shortly preceding the next fiscal year and held for that purpose as set out in Article IV. The Annual Director’s Meeting may be either in person or electronic.
- 1.7 Any candidate for Board membership must be a member in good standing.
- 1.8 Members running for election shall not participate in campaigning using the organization’s intellectual property, the organizations social media pages or through organization emails.

Section 2 - Length of Director’s Terms:

Board Member terms shall be for two (2) years and begin at the start of the next fiscal year and will conclude on December 31 of that Member’s second full year on the Board.

The first Directors will be those set out in the Certificate of Formation filed with the Texas Secretary of State to form this Organization. These Directors shall serve until Dec 31, 2023. The first election of new Directors will occur preceding the 2024 fiscal year. For these first elected Directors, their terms shall be determined by alphabetical order of their last names dividing the Directors into two halves. The terms for those whose names are in the first half will end in the second fiscal year (2025). To continue as a Director they must be re-elected. The other half will have their terms end in the third year (2026) and can run for re-election at that time.

Section 3 - Time of Election

The Annual Board Meeting for election of new Directors shall be held prior to December 31 for the terms beginning on January 1 of the following year. The Presiding Officer over the election shall be the senior officer or Board member who is not standing for reelection. Seniority shall be

determined by rank of office, being President, Vice President, Treasurer, then Secretary in that descending order. At the close of voting at the Annual Director's Meeting, the Presiding Officer shall announce the winners. The Presiding Officer shall be empowered to determine the appropriate method of casting votes during this meeting. Candidates nominated by the Committee shall be pre-cleared under Section 1.5 of this Article.

Section 4 - Representation of Members by Geographic Region

Each Director shall be assigned by the Board to represent Members of a geographic region. The region boundaries shall be decided annually by the Board by dividing the regions by zip code, which shall also reflect the actual membership of the Organization so that each Director will represent approximately the same number of Members.

Section 5 – Duties

The Board shall be an administrative governing Board responsible for the following actions:

- 5.1 Annually elect Officers at the first meeting of the fiscal year.
- 5.2 Approve all expenditures over \$3,000.
- 5.3 Approve significant changes to the Organization's publications.
- 5.4 Ensure that the Organization's books and procedures are reviewed by a CPA firm every 3 years and the results are made public to the members upon completion.
- 5.5 Determine the annual cost of Membership.
- 5.6 Remove any Director by a majority vote of the Board based on their determination that the Director has been negligent in fulfilling his/her duties.
- 5.7 Publishing minutes of each board meeting no more than thirty (30) calendar days following the date of their approval by the Board.
- 5.8 Ensure financial statements are posted quarterly on the Organization's website.
- 5.9 Develop and maintain standard operating procedures.
- 5.10 Routinely review and update these By-Laws by a two-thirds vote of the Board.
- 5.11 All contracts and agreements entered on behalf of the Organization must be approved by at least two (2) Officers.

Section 6 – Vacancies of Directors

A vacancy can occur on the Board either voluntarily or by removal from office.

- 6.1 A Director may resign from the Board at any time, by submitting his/her resignation in writing to the President or such other Officer as may be designated by the Board.
- 6.2 The Director's resignation, unless that Director chooses to rescind said resignation within five days, shall be effective either immediately or, if approved by a majority of the remaining members of the Board, at a future date.
- 6.3 A Director who is also an Officer may resign from the duties of an Officer but choose to remain as a Director unless objected to by a majority of the remaining members of the Board.
- 6.4) Board members resigning from the Board of Directors can only run for election again after five (5) years following their resignation. This time delay may be appealed by filing a written appeal to the N&G Committee asking for waiver of this requirement. The N&G Committee has the authority to recommend to the full Board whether to waive the requirement, which must be approved by a majority vote by the full Board.

- 6.5) A vacancy on the Board will be filled by a Member in good standing who receives a majority vote of the remaining Directors and shall be elected for the unexpired term of the vacancy they are filling.

Section 7 – Discipline of Directors

The Board shall have authority to remove any Director from the Board for any one of the following reasons:

- 7.1 Unexcused absence from at least two (2) successive meetings of the Board. The President, or in the President's absence, the Vice-President, is empowered to grant Directors an excused absence for good cause. The President shall not excuse him/herself from attendance at any meeting of the Board. In the event the President is unable to attend a Board Meeting, the Vice President may grant the President an excused absence.
- 7.2 Negligence of duties.
- 7.3 A majority vote of the Board wherein the Board determines a Director should be expelled or suspended for good cause from membership in the Organization.

In the event it is determined by a Director should be removed as determined by a majority vote of the remaining members of the Board:

- 7.4 The President (or other designated Officer) shall notify the Director in writing of his/her removal from the Board along with the reason(s) for the removal.
- 7.5 The Director may appeal this decision in writing to the President (or such other Officer as may be designated by the Board) within ten (10) days of notification of his/her removal.
- 7.6 In the event that no written response to the notice of removal is received within the ten (10) day period, the Director will be considered removed from the Board
- 7.7 If written appeal is received in accordance with this Section, the Board will consider such response in its deliberations to arrive at a final decision regarding the Director's removal from the Board, which shall be determined by majority vote.
- 7.8 The Board will notify the membership of the Director's removal.
- 7.9 Directors removed for cause by a vote of the Board are ineligible to serve on the Board in the future.

Section 8 – Compensation for Board Service

Directors, including those who preside in the capacity of an Officer, shall receive no monetary compensation for carrying out their duties but may receive reimbursement for certain expenses at set out below.

- 8.1 The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board and Officer responsibilities, including, but not limited to, travel and accommodation expenses to attend scheduled Board Meetings, office supplies, postage and shipping materials.
- 8.2 Due to the fact that Board members are expected to work full-time for the Organization while attending the Annual Conference the following expenses will be reimbursed:
- 8.2.1 **Conference Registration and Hotel Stay:** Conference registration and the cost of hotel stays during the Conference will be paid for, reimbursed or covered by the

Organization. With prior Board approval, early arrivals and late departures of Board Members may also be reimbursed.

8.2.2 **Meals:** Any meals as part of group Board Meetings or Conference activities will be paid for or reimbursed by the Organization.

8.2.3 **Travel:** Mileage reimbursement will apply to those Directors who are required or need to deliver materials required for the Annual Conference.

8.3 Authorized reimbursements for travel, food and/or accommodation expenses shall be as follows:

8.3.1 Personally owned vehicle (POV) mileage should be consistent with IRS Standard Business Mileage rate.

8.3.2 All other approved expenses shall be reimbursed at actual cost.

8.3.3 All expense claims shall be supported by receipts for reimbursement.

Article V – Officers

Section 1 – Election of Officers

The first Officers of the Organization shall consist of those persons named in the Certificate of Formation and shall serve until December 31, 2023. Beginning with the term in 2024, the Board shall elect its Officers annually. The offices of President, Vice President, Treasurer and Secretary shall be elected offices. Officer terms will align with the fiscal year, beginning on January 1, 2024 and ending December 31, 2024

- 1.1 The election of Officers will take place after the 2024 Board Member elections are completed and annually thereafter at the first Board meeting of the new fiscal year.
- 1.2 Incoming Board Members and Board Members who are mid-term will be the only Board Members eligible to vote on officers for the upcoming year.
- 1.3 Outgoing Board Members whose board terms expired on December 31 shall not be eligible to vote on Officers.
- 1.4 The immediate past President of the Board of Directors shall serve as an Ex Officio Nonvoting member of the Board for one (1) additional year to assist succession planning and for continuity. The immediate past President may attend Executive Sessions of the Board. This immediate Past President cannot serve in an officer capacity during this additional year.

Section 2 – Removal of Officers

- 2.1 At any regular or special meeting of the Board, an Officer may be removed by a majority vote of the Board for one or more of the following reasons, including but not limited to:
 - 2.1.1 Failure to perform the duties of the office as prescribed by these By-Laws
 - 2.1.2 Conduct that does not reflect positively on the Organization.
 - 2.1.3 Other good cause as determined by the Board
- 2.2 An Officer who is being removed shall be notified immediately of the Board's decision and is entitled to address the Board at the meeting with his/her responses. In the event the Officer is not present, he/she will be notified by the President or other designated

Board Member of their removal and shall have ten (10) days to submit a response. The Board shall consider the response, if any, in making its decision, which will be made by the majority of the remaining Board members and is final.

Section 3 – Vacancy

In the event an Officer vacancy occurs, the Directors shall fill such vacancy for the unexpired term of office from the available Directors as follows:

- 3.1 Any vacancy occurring within the Officers shall be immediately filled by Board nomination and a majority vote from the remaining Directors
- 3.2 The Director elected to fulfill the vacancy will hold the title of the vacated Officer and perform the duties of the vacated Officer until the end of that fiscal year.

Section 4 – Duties of Officers

4.1 President shall:

- 4.1.1 Be the chief volunteer Officer of the Organization and shall preside at all meetings of the Board and general membership.
- 4.1.2 Support and promote the mission statement of the Organization.
- 4.1.3 Supervise the other Officers in the execution of their duties.
- 4.1.4 Ensure that the Board meets regularly, or as required, and coordinate with the Secretary to develop and distribute an agenda prior to all meetings.
- 4.1.5 Ensure that the activities of the Officers and Board are in keeping with the mandate and objectives of the Organization.
- 4.1.6 Regularly report to the Board of Directors on Organization status, activities, plans and budgets.
- 4.1.7 Review and approve month-end account reconciliations and checks as prepared by the Treasurer.
- 4.1.8 Enter into contracts and serve as the chief liaison with the owners of trademarks used by the Organization (e.g. Fiesta Tableware Company, Hall and Steelite) and any vendors to the Organization.
- 4.1.9 Issue notices of meetings of the Board at least five (5) calendar days in advance of the meeting via email to the membership and social media platforms.
- 4.1.10 Appoint members to Committees and, as appropriate, create new Committees as provided in these By-Laws and subject to approval of the Board.

4.2 Vice-President shall:

- 4.2.1 Carry out the duties of the President during his/her absence.
- 4.2.2 Be responsible for acting as liaison between the Board and Committees as requested by the President.
- 4.2.3 Ensure that Committees meet regularly, or as required, and that the activities of the committees are in keeping with their mandate and the objectives of the Organization.

4.3 Secretary shall:

- 4.3.1 Conduct the correspondence of the Organization.
- 4.3.2 Keep minutes of all regular meetings of the Organization and publish them to the general membership on the Organization website within 30 calendar days of their adoption by the Board.
- 4.3.3 Ensure that all meetings and proceedings remain on schedule and that the agenda is followed.

4.4 Treasurer shall:

- 4.4.1 Prepare and maintain copies of financial records.
- 4.4.2 Render financial statements to the Officers, Board and Membership when required and at the Annual Directors' Meeting.
- 4.4.3 Provide support when the Organization's books and procedures are reviewed by a CPA firm every three (3) years.
- 4.4.4 Publish financial statements on the Organization website quarterly.
- 4.4.5 File all tax records with the Internal Revenue Service and State of Texas as required by their due dates.

Article VI – Meetings

Section 1 – Board Meetings

- 1.1 The Board shall meet at least quarterly with one of the meetings coinciding with the Conference.
- 1.2 The quarterly meeting held in the last fiscal quarter of each year is called the Annual Board Meeting and is called at a time designated by the Board. At each such annual meeting, the President of the Organization shall report to Board on the status and affairs of the Organization, new members of the Board of Directors shall be elected and there shall be transacted such other business as may properly be brought before the meeting by the President of the Organization.

- 1.3 The Board Members present at any Board Meeting, regardless of their number, shall constitute a quorum. A majority of Board Members voting at the Annual Board Meeting shall elect those standing for election as Directors. Officers are elected by the Directors and not the Members at large as all memberships are non-voting memberships. Election results will be announced following the vote at the Annual Board Meeting and later on the Organization website and in the Organizational Publication.
- 1.4 The President, acting as chair of a meeting, may adjourn any Board Meeting or any other meeting of the Members of the Organization at any time during the meeting. If there is business remaining on the meeting's agenda or if business has properly been brought before the meeting by the President or by any of the Members present at the meeting but not yet acted upon, the President shall call and give notice as provided under Section 4.04 for a rescheduled meeting. The rescheduled meeting shall be held within 30 days of the adjourned meeting.
- 1.5 Board meetings shall be open for any Member to attend (virtually or in-person) but only Board Members may participate and vote.
- 1.6 Notice of the Board of Directors meetings shall be announced by the President at least five (5) calendar days in advance of the meeting via email to the membership and social media platforms. In case of a special meeting, the notice shall also state the purpose for which the meeting is called.
- 1.7 Any Member attending a Board meeting must identify him/herself by their first and last name to allow for verification of their membership status.
- 1.8 Executive Sessions of the Board of Directors may be held as needed to address matters of a private nature or privileged information. As a result, Members are not permitted to attend Executive Sessions unless specifically invited by the Board.
- 1.9 Special meetings of the Board may be called by the President. The person or persons authorized to call such a special meeting may fix the time and place for the special meeting.
- 1.10 Unless a greater proportion is required by law, including these By-Laws, a quorum is a majority of the total number of Board members in office and decisions by the Board are made by the majority of its members.
- 1.11 Any matter that requires the immediate attention of the Board shall be handled under the Executive Session procedures described in Section 2 below.

Section 2 – Membership Meetings

In addition to the Annual Board Meeting and the Conference Annual General Meeting, other General Special Meetings may be held at the discretion of the Board. Special Meetings of the Membership may be called at the discretion of the Board.

Article VII – Fiscal Year, Finances

Section 1 – Fiscal Year

The Fiscal Year of the Organization shall begin on January 1 and end on December 31 of each year.

Section 2 – Finances

- 2.1 The Organization shall maintain deposit account(s) with a federally insured financial institution.
- 2.2 The Treasurer must be advised of all proposed expenditure(s) to ensure the necessary funds for the proposed expenditure(s) are available.
- 2.3 Two Officers, or one Officer and one non-Officer Board Member, may authorize any disbursement of \$500 or less. For amounts greater than \$500, two Officers' (one of whom must be the Treasurer) must authorize the expenditure. Amounts over \$3,000 require approval by a majority of the Board of Directors.
- 2.4 All funds received by the Organization shall be deposited as quickly as possible in the Organization's deposit account(s).
- 2.5 The Board shall be responsible for ensuring that the Organization's financial records and procedures are reviewed by an independent CPA firm every three (3) years and the results made public to the Members upon completion of the review.

Article VIII – Committees and Activities/Operations

Section 1 – Committees

The Organization shall have the following standing committees:

- 1.1 **Nomination & Governance Committee:** This Committee shall perform the functions as set out in these By-Laws and those otherwise assigned to it by the President or Board.
- 1.2 **Other Committees:** The President may, with approval of the Board, establish other standing committees as he/she deems necessary or appropriate.
- 1.3 **Ad Hoc Committees:** The President, with the approval of the Board, may establish and appoint members of the Ad Hoc committees to handle additional matters that may arise as he or she deems necessary or appropriate. These committees shall remain active as needed and only for the length of the individual project.

Section 2 - Procedures & Authority: For all types of Committees, the Board may make provisions for appointment of the Committee Chair, establish procedures to govern their activities, and delegate authority as may be necessary or desirable for the efficient management of the property, affairs, business, and/or activities of the Organization.

Section 3 - Non-delegation of Fiduciary Duty: The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him or her by these By-Laws or by law.

Section 4 – Organization Marketing/Branding - The Board shall approve any changes or evolution in branding and marketing, including, but not limited to changes in the Organization’s publications, produced materials, and social media/website evolution in branding and marketing, including, but not limited to changes in the Organization’s publications, produced materials, and social media/website.

Section 5 – Annual Conference

- 5.1 The Officers shall organize an annual Conference to include educational material related to the collecting of FTC wares. Each Conference shall hold educational seminars on subjects relative to the Fiesta Tableware Company and any of its predecessor companies.
- 5.2 A General Meeting of the Membership shall be held during the Annual Conference.
- 5.3 All sales at the Organization’s Annual Conference must occur at the Organization’s officially sponsored events at the Conference.
- 5.4 While every effort will be made to host annual conferences in person, the Board has the authority to authorize virtual conference(s).

Section 6 – Social Media

- 6.1 The Board of Directors may appoint no more than three (3) administrators (to consist of 2 Directors and the President) to manage various FTCCO social media platforms. The administrators do not have to be the same three (3) people for each social media platform.
- 6.2 The Facebook administrator must be an Officer. The duties of the Facebook administrator shall include, at his or her discretion, managing group settings, removing an administrator or moderator, approving or denying membership requests to the social media group, approving or denying posts in the group, removing posts and comments, removing and blocking people from the group.
- 6.3 The administrators of the social media platforms may also appoint moderators to assist in management of the social media presence. Further the administrators may create separate social media platforms for Organization business, education about Fiesta Tableware Company products, and other topics to facilitate easy access to such topics.

Article IX – Records and Documents

Section 1 – Records and Documents

- 1.1 The Board shall keep all Organization’s documents for a maximum of ten (10) years or as otherwise required by general legal standards (whichever is greater). These documents will include, but are not limited to, contracts, other written agreements, financial ledgers, transaction records, tax filings and audits maintained as dictated by IRS requirements.
- 1.2 The Organization’s Articles of Incorporation and By-Laws shall be kept so long as the Organization exists.

Article X – By-Laws: Amendments, Effective Date

Section 1 – Amendments

- 1.1 Any active Member in good standing may submit proposed amendments to the By-Laws in writing to the Board.
- 1.2 Each proposed amendment must include a rationale for the change, deletion or addition.
- 1.3 Bylaw amendments shall be voted on and must be approved by a two-thirds majority of the members of the Board at the meeting designated for consideration of the proposed amendment(s).

Section 2 – Effective Date

The Effective Date of the amended By-Laws will be the date of approval of the Board. Amended By-Laws shall supersede any previous By-Laws.

Article XI – Prohibition against sharing corporate profits and assets

No Member of the Organization shall receive any compensation, net earnings or profit from the operation of the Organization unless in connection with providing a service to the Organization that has been approved according to these By-Laws. Board Members, Officers, and committee chairpersons are prohibited from being compensated monetarily for any of their duties.

Article XII – Dissolution

Section 1 – Motion to Dissolve - A motion to dissolve the Organization will be presented to the Board and approved by a vote of two-thirds of the Members of the Board. Upon approval the Board will notify the Membership immediately of this decision.

Section 2 – Distribution of Assets

Upon the dissolution of this Organization any remaining assets (after payment of all final expenses) will be donated to non-profit (charitable) organization. Assets will be split evenly among those charities that the Organization had supported in the prior two (2) years before the date of dissolution. In no event shall any part of the assets be returned to any Member, directly or indirectly. Any remaining pottery or other non-monetary assets, if possible, shall be distributed to a non-profit organization or sold with the proceeds donated as directed above. If neither of these options is possible, these assets will be distributed by as directed by the Board and consistent with the dictates of these By-Laws.

CERTIFICATION

I hereby certify that these By-Laws were adopted by the Board of Directors of Fiesta Tableware Co. Collectors Org. at its meeting held on this 16th day of August, 2021

Melissa Schlegelmann Secretary