

BY LAWS OF THE RED WING COLLECTORS SOCIETY, INC.
(Current as of 7/12/2002)

PREAMBLE

We, the Red Wing Collectors Society, are dedicated to the collection and preservation of Red Wing and other American stoneware pottery. Our goals are to research the history of pottery in America, to share that information, to establish a network of collectors, to bring collectors together at an annual convention, and to encourage the buying, selling, and trading of stoneware and pottery. We look to expand the public's awareness of stoneware and pottery, not only as an art form, but as a historical reflection of American culture. In order to promote our goals, to enhance friendships among collectors, to recruit new members, to support our elected officials, and to be at all times a credit to our organization, we do hereby establish these Bylaws.

ARTICLE I – Name

The name of the organization shall be Red Wing Collectors Society, Inc. (RWCS).

ARTICLE II – Emblem

The emblem of the organization shall be a wing and the words "Red Wing Collectors Society Founded 1977."

ARTICLE III – Membership

Any person who appreciates stoneware and pottery, who subscribes to the beliefs set forth in the Preamble, Bylaws, and Rules and Regulations of the Red Wing Collectors Society, and pays their annual dues, shall be eligible to become a member of the Society and shall be afforded all the rights and privileges of the organization. The RWCS shall use a Primary/Associate annual membership fee structure effective August 1, 2002. A Primary annual membership shall be afforded all the rights and privileges of the organization. An Associate annual membership shall be afforded all the rights and privileges of the organization except for the receipt of the newsletter. There must be at least one Primary membership per household address in order to have additional members at that address having Associate member status.

ARTICLE IV – Executive Board, Boards of Directors, and Officers

The organization shall be governed by the Boards of Directors which shall be composed of President, Vice President, Secretary, Treasurer, Historian, Auction Manager, Commemorative Manager, Education Manager, two Representatives at Large, the Past President, and the Business Manager/Convention Manager.

The five officers (President, Vice President, Secretary, Treasurer, Historian), and the two Representatives at Large shall serve four year terms, which commenced in 1998. Auction Manager, Commemorative Manager, and Education Manager shall serve four year terms when elected in 2000.

The Executive Board shall be composed of the President, Vice President, Secretary, Treasurer, Historian, Past President (non-voting) and Business Manager/Convention Manager (non-voting). This group will meet as determined by the Board in order to effectively conduct the business of the RWCS.

Primary duties are as follows:

President – to preside at the annual business meeting, and to call and preside at meetings of the Board of Directors.

Vice President – to assume the duties of the president if the president is unable to serve, be chairperson of the Nominating Committee, and Board liaison with the newsletter publisher.

Secretary – to keep the minutes of the annual business meeting and Boards of Directors' meetings and to present these minutes at the annual business meeting and for publication in the newsletter.

Treasurer – to take charge of and disperse organization funds which are to be spent for and on behalf of the organization and to present a financial report at the annual business meeting, and for publication in the newsletter.

Historian – to collect and document information pertaining to the Society and to prepare and present a report at the annual business meeting pertaining to important information and findings of the past year.

Managers – Auction, Commemorative, and Education.

A. Auction – shall be responsible for the organization and conducting of the auction at the annual convention.

B. Commemorative – shall be responsible for the selection, production, and distribution of the convention commemorative.

C. Education – shall be responsible for the education program at the convention and other official Society functions.

Each manager shall have only one vote on the Board of Directors. This provision is made with the knowledge that in most instances the managers are elected as a team.

Representatives at Large

Each chapter is encouraged to send a representative to the RWCS Board meetings at the individual chapter's expense. In addition, there shall be elected two representatives at large. The Representatives at Large shall be elected at the same time as the Board of Directors officers and shall serve a similar four (4) year term. The Representatives at Large shall represent all members, whether a member of an existing chapter or not. Each Representative at Large shall be a member of the Board and entitled to one vote.

It is the intent of this representative concept to provide additional input and information between the membership as a whole, and the RWCS Board of Directors, and for the representatives to convey input and information from the Board of Directors to the individual chapters and membership as a whole, in order to provide a better source of communication between the Board of Directors and the membership.

Immediate Past President – shall serve as an ex officio non-voting member of the Board for up to two years after his/her term expires

Business Manager/Convention Manager –

Shall be hired by the RWCS to be responsible for managing the daily business of the Red Wing Collectors Society, and for coordinating the planning, organization, and conduct of the Annual Convention and other official Society functions. The Business Manager/Convention Manager will work with the Managers of Auction, Commemorative, and Education, and the Convention Support Positions of Display, Marketing, Registration, Show and Sale, Social Events, and Volunteer Coordinator.

Non-Elected Convention Support Positions –

- A. **Display** – shall be responsible for the organization and conducting of displays at the annual convention, and the selection and distribution of awards.
- B. **Marketing** – shall promote and publicize the Society's annual convention and other official Society functions, and produce the annual convention supplement.
- C. **Registration** – shall be responsible for the organization and conducting of registration for the annual convention and other official Society functions.
- D. **Show and Sale** – shall be responsible for the organization and conducting of the show and sale at the annual convention and other official Society functions.
- E. **Social Events** – shall be responsible for the organization and conducting of all social events at the annual convention and other official Society functions.
- F. **Volunteer Coordinator** – shall be responsible for the solicitation and organization of volunteers for the annual convention and other official Society functions.

The support positions of Display, Marketing, Registration, Show and Sale, Social Events and Volunteer Coordinator shall be appointed by the Business Manager/Convention Manager with the advice and consent of the Board of Directors.

An organizational chart reflecting the managerial concept for the RWCS is attached hereto.

ARTICLE V – Nominating Committee and Voting Procedure

The Vice President shall appoint a Nominating Committee consisting of four other members, at least three of whom shall not be members of the Board of Directors, Nominations and resumes of candidates for the election of Officers, Auction, Commemorative, and Education Managers, and Representatives at Large shall be published in the RWCS newsletter at least four months prior to the election. Balloting will be by mail. Ballots will be mailed to all members in good standing at the time of the mailing and must be received in the RWCS Business Office by the 30th day of June of the year of the election in order to be counted. A member must be in good standing as of the June 30th closing date to have his/her ballot count. There will no longer be nominations or voting at the annual convention. The officers, managers, and representatives at large shall be elected by a plurality vote of those members mailing in their ballots who are members in good standing as of the closing date.

Balloting by mail will commence in the spring of 2000 with Representative at Large being responsible for the auditing and counting of ballots, with the successful candidates to be announced at the annual business meeting.

All records shall be turned over to newly elected candidates by September 1 following the election.

ARTICLE VI – Conduct

All members shall work to promote and maintain harmony within the organization and protect fellow members from unscrupulous practices whenever and wherever possible by advising fellow members of known acts contrary to the good of the membership, Preamble, Bylaws, and Rules and Regulations of the Society.

The Board of Directors shall be empowered to censure and/or remove from the organization any member who fails to abide by the Preamble, Bylaws, and Rules and Regulations of the Society, or is a detriment to the organization. Detriment is defined as interfering with the duties of elected or appointed officials, refusing reasonable requests of the Board of Directors, or violating the Preamble, Bylaws, or Rules and Regulations of the Society. This procedure shall require a 2/3 majority vote of the Board of Directors, and may be appealed to the membership at the annual business meeting. Reinstatement shall require a 2/3 majority vote of those members in good standing in attendance at the annual business meeting.

ARTICLE VII – Annual Convention and Business Meeting

The annual convention and business meeting shall be held around the second full weekend in July in Red Wing, Minnesota. The convention shall consist of the annual business meeting plus other activities as determined by the Board of Directors and/or set forth in the Bylaws. Attendance at the convention shall be limited to current members in good standing of the Society,

Robert's Rules of Order, in its most recent form, shall be an informal guide to the manner in which the annual meeting is conducted, if a specific procedure has not been established by the RWCS Bylaws. RWCS Bylaws shall take precedence, wherever applicable, over Robert's Rules of Order.

Parliamentarian: The Parliamentarian shall be a Non-Board person, appointed by the presiding RWCS officers to implement parliamentary procedure as necessary, at the annual business meeting.

ARTICLE VIII – Quorum

A quorum for the purpose of voting on issues presented at the annual business meeting shall consist of those members in good standing present at said meeting. A quorum for the Board of Directors shall consist of 51% of the Boards of Directors. Good standing means that a member's RWCS dues are current and that he/she is not under any disciplinary censure by the RWCS.

ARTICLE IX – Charter Membership

Members registered prior to midnight July 9, 1977 shall be considered charter members of the Society.

ARTICLE X – Calendar

The Society shall operate on a calendar year basis beginning January 1 of each year.

ARTICLE XI – Newsletter

The Board of Directors shall designate an official newsletter publisher for the Society to publish a newsletter in accordance with the bid specifications established by the Board. The publisher shall adhere to the beliefs set forth in the Preamble and to the Bylaws, Rules and Regulations of the Society. The newsletter shall contain pertinent information related to the official business of the Society, provide an unbiased forum for those wishing to present material for publication, and present an accurate account of news events and other items related to the Society and the collecting of Red Wing and other clay products. The publisher is encouraged to attend, at his/her own expense, the RWCS Board Meeting.

ARTICLE XII – Dues

The amount of the annual dues shall be established at the annual business meeting. These dues shall be paid annually to the RWCS business office.

ARTICLE XIII – Special Committees

Special Committees may be proposed from the floor at the annual business meeting, with a simple majority vote of the quorum necessary for the committee to be formed.

A chairperson of such a newly created Special Committee shall be elected by the membership of that committee.

Special committees may be appointed by the President as the need arises.

ARTICLE XIV - Chapters

State and local chapters of the Red Wing Collectors Society may be formed under terms of these Bylaws. They shall be chartered only by a vote of the general membership attending the annual business meeting.

State and local chapters shall be empowered to issue chapter membership cards, hold meetings, elect officers and execute all the privileges and powers paralleled by the Bylaws and Rules and Regulations of the parent Society within their stated charter boundaries.

Chapters shall cooperate with the Historian by placing copies of their minutes, newsletters and commemoratives in the Society's historical file.

ARTICLE XV – Amendments

Amendments to these Bylaws shall be proposed by the Board of Directors. Amendments are not effective until published in the newsletter at least once, and ratified by a 2/3 majority vote of the members in good standing present at the annual business meeting or a special meeting. A quorum at a special meeting shall be at least twenty-five percent of all members in good standing as of the date of the meeting. Any decision at a special meeting shall require a 2/3 majority vote of those present.

Any member(s) may propose an amendment to the Bylaws by submitting a petition to the Board of Directors signed by at least 75 members in good standing suggesting the proposed amendment. The Board shall act upon this suggested amendment at its next meeting.

ARTICLE XVI – Special Meetings

Special meetings of the members may be called by the Board of Directors by giving twenty days notice to all members and stating the purpose of the meeting. A quorum at a special meeting shall be at least twenty-five percent of all members in good standing as of the date of the meeting. Any decisions at the special meeting shall require a 2/3 majority vote of those present.

ARTICLE XVII – Vacancies on the Board of Directors

Any vacancy on the Board of Directors may be filled on an interim basis by a vote of a majority of the Board of Directors until the next scheduled election for that position.

ARTICLE XVIII – Removal of Board of Directors Members

Any member of the Board of Directors may be removed for just cause by a 2/3 majority vote of the members in good standing, or a majority vote of the Board of Directors. Either action may be appealed to the general membership.

ARTICLE XIX – Resignation

A member of the Board of Directors may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Society. Unless otherwise specified in the notice, the resignation shall take effect upon the receipt thereof by the Board of Directors or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

ARTICLE XX – Presumption of Assent

A member of the Board of Directors of the Society who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action taken unless 1) his/her dissent shall be entered in the minutes of the meeting, or 2) unless he/she shall file his/her written dissent to such action with the secretary of the meeting before adjournment therefore or 3) shall forward such dissent by registered mail to the secretary of the Society within 3 days after the adjournment of the meeting. Such right to dissent shall not apply to a board member who voted in favor of such action.

ARTICLE XXI – Termination of Society

In the event the RWCS should cease to exist, for whatever reason, the Board of Directors shall take appropriate steps to pay all outstanding bills of the Society, including termination expenses, if possible. If any funds remain, the Board of Directors shall dispose of said funds to an organization with purposes compatible to those contained within the Preamble of the RWCS Bylaws.

ARTICLE XXII – Defense Authorization

If authorized by the Board of Directors, the Red Wing Collectors Society will provide legal defense, as provided by the liability insurance hereinafter provided for, on behalf of any officer, director, or employee who becomes subject to lawsuits, other litigation or internal revenue investigations, when such suit or investigation arises from services as an officer, director or employee of the Society. The Society will provide officers' liability insurance for members of the Board of Directors and employees of the society while engaged in Society duties/functions.

ARTICLES XXIII – Employees

The Board of Directors shall have the power to employ a sufficient number of persons to adequately run the business of the Society. The Board of Directors shall have the power to appoint such other agents and to hire such other employees as may be necessary for the carrying out of the purposes of the Society.

Any employee and/or agent may be removed or replaced, for cause, at any time by the Business Manager and/or Board of Directors.

Amended this 9th day of July, 1999
(Articles IV, V, VII, VIII, XII, XV, XVII, XXII, and XXIII)
Amended this 7th day of July, 2000
(Articles V)
Amended this 12th day of July, 2002
(Article III)

Red Wing Collectors Society
Corrinne Reed, President

Attest: Sue Jones Tagliapietra, Secretary

Rules and Regulations of the Red Wing Collectors Society

Members of the RWCS shall abide by the following rules and regulations. Article VI Conduct, of the RWCS Bylaws may be applied to any individual who violates these policies.

1. A member shall not use the Society name, membership list, Emblem, and/or trademark Logo without the prior written consent of the Board of Directors.
2. A member shall abide by all published convention, MidWintter GetToGether, show and sale, auction, display, and commemorative rules. Copies of these rules are available from the respective manager or support person.
3. A member shall not knowingly misrepresent any repaired and/or reproduced items as authentic.
4. The RWCS forbids the broadcast, rebroadcast, publication, republication, or distribution through any media, including the Internet, of any of the activities of the RWCS, especially the MidWinter GetToGether and the Annual Convention, without the express written consent of the RWCS Board of Directors. Individuals receiving permission to provide press coverage via any medium shall be identified by press badges obtained at registration.
5. The RWCS has registered the following names with the State of Minnesota to reserve the right to operate a business in Minnesota under those names. A member shall not use the following registered names that have been preserved by the RWCS without the prior written consent of the RWCS Board of Directors.
 - A. Red Wing Stone Ware Company
 - B. Minnesota Stoneware Company
 - C. North Star Stoneware Company
 - D. Red Wing Sewer Pipe Company
 - E. Red Wing Sewer Pipe Corporation
 - F. Union Stoneware Company
 - G. Red Wing Union Stoneware Company
 - H. Red Wing Potteries Inc.
 - I. Minnesota Pottery