

BYLAWS OF THE RED WING COLLECTORS SOCIETY, INC.

PREAMBLE

We, the Red Wing Collectors Society, are dedicated to the collection and preservation of Red Wing and other American stoneware and 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 RWCS, and pays the 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, except as noted below. 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. Alternate memberships are:

"Complimentary" memberships are free and utilized administratively for special situations and include access to events and receipt of the newsletter. Such memberships must be approved by the RWCS Board of Directors.

"Children's" memberships are a complimentary, free type of membership available to RWCS members in good standing for any child 13 years old or younger which said member chooses to sponsor at RWCS events which may be complimentary. No other benefits are included unless the child(ren) becomes a Primary or Associate member.

"Young Collectors" memberships are a complimentary, free type of membership available to RWCS members in good standing for any youth between the ages of 14 and 18 which said member chooses to sponsor at RWCS events which may be complimentary. No other benefits are included unless the child(ren) becomes a Primary or Associate member.)

Some remaining memberships are categorized as "Additional" which were utilized prior to the current Primary/Associate classification but can no longer be acquired, only maintained by such members as long as the primary membership is paid continuously. If the Primary Membership lapses, the "Additional" Membership lapses and it must be reinstated as Primary or Associate status.

Lastly, all Society members in good standing are also members of the Red Wing Collectors Society Foundation (Foundation) with all the rights and privileges afforded Foundation members. Any Foundation member who is not a Society member in good standing is not a member of the Society and does not enjoy the rights and privileges of Society membership.

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

The organization shall be governed by the Board of Directors which shall be composed of President, Vice President, Secretary, Treasurer, Historian, Auction Manager, Commemorative Manager, Education Manager, and two Representatives at Large. The Executive Director shall be an ex-officio non-voting member of the Board of Directors. The Immediate Past President may, at the discretion of the current President, be a non-voting member of the Board of Directors for up to two years.

The five officers (President, Vice President, Secretary, Treasurer and Historian) and the two Representatives at Large shall serve four-year terms, commencing in 1998, with elections every four years thereafter. The President and Secretary shall serve a single two-year term commencing in 2014, then return to serving four-year terms commencing in 2016. Auction Manager, Commemorative Manager, and Education Manager shall serve four-year terms, commencing in 2000, with elections every four years thereafter.

The Executive Committee shall be composed of the President, Vice President, Secretary, Treasurer, Historian and the Executive Director (ex-officio 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. The President shall only vote to break a tie vote of the Board of Directors or Executive Committee, or if needed to constitute a quorum at said meetings.

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 Board of Directors meetings, the Executive Committee meetings, and the Annual Business meeting, and to present minutes of the Annual Business meeting at the Annual meeting and present same for publication in either the newsletter or on the RWCS website.

Treasurer – to oversee the disbursement of 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 or on the RWCS website.

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 conduction 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 position shall have only one vote on the Board of Directors, regardless of the number of members sharing the position.

Representatives at Large - shall represent all members, whether a member of an existing chapter or not. Each Representative at Large position 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.

Executive Director - 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 management of the Annual Convention, the MidWinter GetTogether and other official Society functions. The Executive Director will work with the Managers of Auction, Commemorative and Education, and the Convention Support Positions of Display, Registration and Show and Sale.

Non-Elected Convention Support Positions (Support Positions)

A. Display – shall be responsible for the organization and management of displays at the annual convention, and the selection and distribution of awards.

B. Registration – shall be responsible for the organization and management of registration for the annual convention and other official Society functions.

C. Show and Sale – shall be responsible for the planning and management of the show and sale at the annual convention and other official Society functions.

D. Other support positions as deemed necessary by the Board of Directors.

All support positions shall be appointed by the Executive Director with the advice and consent of the Board of Directors. Support Positions are not deemed members of the Board of Directors.

Additional Board of Directors Voting Procedure – the President may initiate a voting-required action of the Board of Directors through electronic methods such as deemed appropriate by the President.

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 or other designated electronic method. Ballots will be mailed or emailed 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 casting their ballots who are members in good standing as of the closing date.

Balloting by mail or electronic method will commence in the spring of each election year with the Representatives at Large being responsible for the auditing and counting of ballots, with the newly elected Board members to be announced at the Annual Business meeting. If the current Representatives at Large are on the ballot, other members must be designated to audit the balloting for the Representatives at Large.

Records of an outgoing Board member shall be transmitted to the newly elected Board member 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 two-thirds (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 two-thirds (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 member, 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 fifty-one percent (51%) of the Board of Directors. A quorum for the Executive Committee shall consist of fifty-one percent (51%) of the Executive Committee. Good standing means a member's RWCS dues are current and 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 Meetings.

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 two-thirds (2/3) majority vote of the members in good standing present at the annual business meeting or a special meeting.

Any member(s) may propose an amendment to the Bylaws by submitting a petition to the Board of Directors signed by at least seventy-five (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 ten percent (10%) of all members in good standing as of the date of the meeting. Any decisions at the special meeting shall require a two-thirds (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 two-thirds (2/3) majority vote of the members in good standing attending the annual meeting, or a two-thirds (2/3) majority vote of all voting members of the Board of Directors. Either action may be appealed to the general membership by the removed Board member by requesting reinstatement at the next annual business meeting, requiring a two-thirds (2/3) majority vote of those members in good standing in attendance at the annual business meeting.

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 three (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 Executive Director 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)

Amended this 13th Day of July, 2007

(Articles XV and XVI)

Amended this 11th Day of July, 2008

(Articles IV and XVIII)

Amended this 13th Day of July, 2012

(Articles IV and V)

Amended this 10th Day of July, 2015

(Articles III, IV and V)

Red Wing Collectors Society, Inc.

Attest: Larry Birks, President

Attest: John Sagat, 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, MidWinter 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