

Explanation of Changes Suggested by the 2022 Bylaws Review Committee

Charter

1. Changed the first sentence to match the 2010 revision of the HPA Articles of Incorporation filed with the state of Ohio.
2. Removed the phrase about antique dealers, since we haven't been doing that, and also the phrase about price guidelines, since they aren't relevant to today's market.

Article 1 No change

Article 2 (see Article 6 in 2008 Bylaws)

1. It was suggested we define what a member is before discussing what Board members can do.
2. Eliminated dues amounts and membership terms so the Bylaws don't require an update every time these are changed.
3. Each type of member is now clearly defined. We currently have Couple memberships for two persons living at separate addresses, requiring the same expenditure for mailing cards and newsletters as two Individual memberships require. These will no longer be permitted, but those in existence now are grandfathered in and may continue.
4. Section 2.4 was created to spell out how Lifetime members can be nominated and approved. We felt that our current practice of allowing unexpected nominations from the floor at the annual meeting does not give anyone time to consider the nominee. No one ever votes against these sudden nominations and it would be embarrassing to the nominee if anyone did. Allowing the Board to review the nominations in advance and decide if the candidate merits the honor is appropriate.

Article 3 (previously Article 2)

1. An upper limit on the number of Board members was mentioned instead of designating an exact number, since the composition of the Board changes periodically.

Article 4 (previously Articles 3 and 4)

1. Removed the phrase about the Annual Pottery Lovers Festival since our national show does not always coincide with that event. The meeting itself is defined elsewhere.
2. It was suggested that we define the quorum and type of vote (majority) required to elect officers.
3. Staggered terms were approved at the 2014 annual meeting.
4. Replaced the sentence, "The remaining Board shall fill vacancies occurring on the Board." since it implies the Board may fill *all* vacancies. Also added language to address what happens when a sitting officer wants to run for a different office.
5. The 2008 Bylaws had no provision for removing an officer. Online research suggests language should be included and Ohio nonprofit law supports the concept. The Committee spent a lot of time discussing how best to address this. It was felt that a high threshold must be met (a quorum of 80%, which is most of the Board members, must be in attendance and then 2/3 of them must agree) to remove an officer.
6. Nominations: A situation came up several years ago where a sitting Board member was surprised and embarrassed at a meeting when someone else was nominated for his position. This prompted a lengthy discussion by the Committee about how best to prevent this from happening again. After much deliberation, we agreed that the June newsletter should announce what positions will be voted upon in the July meeting. Surprise nominations during the meeting will be avoided by requiring: a. the nomination be made at least one hour before the meeting begins, and b. the nominee is aware he is being nominated and agrees to serve.
7. Officers: We asked all Board members to list their duties. We moved the Honorary Board member to the end so it would not be confused with other Board members.

President – no change

Vice President – no change

Treasurer – added language to include tax filing duties and that all payments be directed to the Treasurer

Secretary – added language to make sure the filing required by Ohio every 5 years to maintain our nonprofit status is completed (the Secretary must keep track of this but not actually complete the form). Also added

language regarding issues voted upon at the annual meeting, such as changes in dues amounts, or what kind of pottery can be sold or what items can be auctioned by the HPA. The Secretary should maintain this list for easy reference.

Membership Chairperson – all dues are now sent directly to the Treasurer. “All membership records” already includes past employees. The membership chair has not been working with antique dealers so this was eliminated.

Advertising/Newsletter Chairperson – added Newsletter to this title and streamlined the language and added flexibility.

Social Media Chairperson – we agreed the title IT is no longer relevant and Social Media better represents the duties. Also streamlined the language and added flexibility.

(Note that Activity Chairperson was eliminated in the 2008 revision.)

Dealer Representative – streamlined the language and added flexibility.

Events Coordinator – The Special Events Coordinator position was voted out at the 2021 meeting, since the regional show host now handles the hosting duties without assistance. However, it was felt a Board position to coordinate the national show activities would be very helpful to the rest of the Board, which has taken on those duties by necessity. We hope the proposed language, “identify and coordinate” along with the sentence that all Board members will help, will avoid overwhelming anyone with this office.

8. Section 4.3.b We were advised to add language to allow us to do certain things, such as sell commemoratives, have a Social, award scholarships. These are not required but should be provided for in our Bylaws.
9. Honorary Board Member – we removed the term “Lifetime” from the title as it is often confused with the Lifetime Member category. We changed the first sentence (which was previously in Article 3) to be more inclusive for future nominees and streamlined the language. Just as for Lifetime Member nominees, it was felt the Board should be given time to consider nominees and whether they meet the criteria for this honor, so nominations from the floor during the annual meeting will not be permitted.
10. Indemnification This is an important part of the Bylaws for many nonprofit organizations. Our members should not bring about frivolous lawsuits and the Bylaws should bind them to this.

Article 5

1. Eliminated “Crooksville” in case the high school is unavailable and we must hold the meeting elsewhere. Defined what quorum is required for the meeting, eliminated “quarterly reports” which are not used, and streamlined the language.
2. Membership should be verified before votes are taken. Non-HPA business should be prohibited.

Article 6 Dissolution

1. We were advised that our Bylaws should address what happens in the event the HPA should dissolve, and specifically, what happens to the funds in our treasury. General language was included, rather than any specific recipient that may or may not be in existence at that time.

Article 7

1. The committee felt the language regarding an operational and business plan was no longer relevant. The Board concurred by email and the article was removed. The former Article 8 was revised slightly and included here as Article 7.