

THE WORLD ORGANIZATION OF CHINA PAINTERS BYLAWS

Revised 2011 – Adopted July, 2011 – Denver, Colorado

ARTICLE I - NAME/LOCATION

The name of this organization shall be World Organization of China Painters (WOCP), hereinafter referred to as WOCP or the Organization. The principal office of this Organization shall be located in the city of Oklahoma City, county of Oklahoma, and the state of Oklahoma. This Organization may have such other offices, either within or without the state of Oklahoma, at such other places as the Board and Organization may from time to time require.

ARTICLE II - PURPOSE

The purposes of this Organization, as fully stated in the Articles of Incorporation, are exclusively educational, charitable, and scientific. They specifically include:

- A. To study, teach, promote, and disseminate principles and information on the subject and art of china painting and decoration to its members and the public.
- B. To improve and develop the skill of individuals in the art of porcelain painting.
- C. To collect, preserve, and exhibit in a museum and library, for the benefit of the general public, fine examples of porcelain art.
- D. To encourage and foster the study and appreciation of the subject in all its aspects.
- E. To facilitate cooperation among other individuals and organizations interested in advancing the fine art of china painting.

ARTICLE III - MEMBERSHIP

SECTION 1. CLASSES OF MEMBERSHIP

There shall be four classes of membership: Regular Member, Worldwide Member, Teacher Member, and Dealer Member. All members, by joining, agree to abide by these Bylaws, the Corporate Charter, and all rules of the Organization.

SECTION 2. QUALIFICATIONS FOR MEMBERSHIP

- A. A Regular Member shall be any member of a Local Club, State Organization, and the World Organization.
- B. A Worldwide Member shall be a member not belonging to a Local Club or State Organization, but belonging directly to the World Organization. Dues shall be paid directly to the World Organization.
- C. A Teacher Member shall be an individual engaged in teaching and furthering the fine art of china and glass painting. The Teacher Member must first be a member of a Local Club and State Organization or be a Worldwide Member. The Teacher Advisory Board, elected at each Biennial Art Institute, shall implement a method of evaluation for the status of WOCP Teachers, and may assess additional dues or fees, to be paid directly to the World Organization. The Teacher Organization shall have a set of bylaws that operates under the WOCP bylaws and be represented on the WOCP Board of Directors.
- D. A Dealer Member shall be an entity or individual engaged in business related to the furtherance of the fine art of porcelain painting and the purposes of the Organization. Dealer Members shall have all of the membership privileges except those provided to members of Local Clubs. They also have the option of joining Local Clubs. Dues shall be paid directly to the World Organization.

SECTION 3. MULTIPLE MEMBERSHIPS

Any individual paying local dues to more than one club in the World Organization shall be accorded full membership, rights, and privileges for each club to which dues are paid. Only one copy of THE CHINA PAINTER magazine shall be sent per member, unless additional fees are paid. A member joining more than one club within the same state shall pay State Organization and World Organization dues on the first membership. A member joining more than one State Organization pays World Organization dues on the first membership. Associate Members must be a Regular Member (Article III, Section 2.A) in the Organization.

SECTION 4. DUES

- A. Dues for each class of World Organization Membership must be approved by the Board.
- B. Annual dues payable to the Local Club for each Regular Member shall include Local Club, State Organization, and World Organization dues.
- C. Dues shall be payable upon acceptance to membership, thereafter, annually by May 31 each year, in a time and manner set forth in the bylaws of the Local Club and State Organization.
- D. Annual World Organization dues shall include a subscription to the official magazine, THE CHINA PAINTER.

SECTION 5. DISCIPLINARY ACTION

- A. If the conduct of any Member, Local Club, or State Organization shall, in the opinion of the Board, appear to be injurious to this Organization or its purposes, the Board may by a two-thirds vote expel such Member, Local Club, or State Organization. The vote of any disciplinary action will be sent to the member, Local Club, or State Organization by Certified Mail from the Board Chairman.
- B. At least 60 days prior to taking action a written copy of the complaint must be provided to the Board, and to the Member, Local Club, or State Organization, and a reasonable opportunity given for the entity in question to be heard, not to exceed 60 days.
- C. An entity so expelled must discontinue use of the "World Organization of China Painters" name.
- D. An affirmative vote by the Board to expel a Local Club or State Organization shall affect the dissolution of the entity, as specified in Article XII.

ARTICLE IV - CONSTITUENT ORGANIZATIONS

SECTION 1. STATE ORGANIZATIONS

- A. State Organizations may be chartered by the Board. As used herein, a "state" shall be a state of the United States or a country outside the United States.
- B. Copies of state bylaws and amendments to these bylaws shall be mailed to WOCP Headquarters before going into effect. Bylaws shall be consistent with WOCP bylaws.
- C. Each State Organization should have an annual display and/or convention of exhibition.
- D. Dues of a State Organization shall be set by the state.

SECTION 2. LOCAL CLUBS

- A. Local Clubs of at least six members may be chartered and maintained by a State Organization, provided that the club shall not be an official part of any other organization. Bylaws shall be consistent with WOCP bylaws.
- B. Dues of each Local Club shall be set by the Local Club.

SECTION 3. WOCP TEACHERS

WOCP Teachers have formed a Teacher Organization, adopted bylaws consistent with WOCP bylaws, and are represented on the WOCP Board of Directors by the Teacher Director (Article V, Section 6.C).

SECTION 4. WOCP DEALERS

WOCP Dealers have formed a Dealer Organization and are represented on the WOCP Board of Directors by the Dealer Director (Article V, Section 6.D).

ARTICLE V - OFFICERS AND DIRECTORS

SECTION 1. CORPORATE OFFICERS

The officers of the Corporation shall be a Board Chairman, Corporate Secretary, and Corporate Treasurer.

- A. The Board Chairman shall be elected by the Board from among its current members for a renewable two-year term and may be re-elected up to a maximum of three consecutive two-year terms.
- B. The Corporate Secretary shall be elected by the Board from among its current members for a renewable two-year term and may be re-elected up to a maximum of three consecutive two-year terms.
- C. The Corporate Treasurer shall be elected by the Board for a renewable two-year term and may be re-elected up to a maximum of three consecutive two-year terms.

SECTION 2. DIRECTORS

There shall be six Directors-at-Large (Article V, Section 4.A), an Area Director for each area (Article VI, Section 1), a Teacher Director (Article V, Section 6.C), a Dealer Director (Article V, Section 6.D), and three International Directors (Article V, Section 4.A).

SECTION 3. DUTIES OF CORPORATE OFFICERS

- A. The Board Chairman shall:
 1. Preside at and have final approval of the dates and times of all Board Meetings and the Corporate Annual Meeting held during the Biennial Convention.
 2. Preside over the Board Meeting until the completion of the new Board election.
 3. Generally oversee all Board activities.
 4. Be an ex-officio member of all committees except the Nominating Committee.
- B. The Corporate Secretary shall:
 1. Keep minutes of all Board meetings and the Corporate Annual meeting.
 2. Notify all Board members of each Board meeting.
 3. Send a copy of the minutes to each member of the Board within 60 days following the meeting.
 4. Be in general charge of the records of the Organization except the financial records.
- C. The Corporate Treasurer shall perform the duties specified in Article XI.

SECTION 4. ELECTED OFFICERS AND DIRECTORS

- A. The elected officers are Convention President-Elect, Convention Vice-President, Convention Secretary, Convention Treasurer, Area Directors, Directors-at-Large, and International Directors. The 1999-2001 WOCP Convention Officials shall be elected from Area I. Thereafter at each Biennial Convention, WOCP Convention officials shall be elected in order of geographical divisions as stated in the Standing Rules.
 1. Two Area Directors shall be elected at each convention who shall serve a term of six years or until their successors are elected.
 2. Two Directors-at-Large shall be elected at each convention who shall serve a term of six years or until their successors are elected.
 3. Three International Directors shall be elected at each convention who shall serve a term of two years or until their successors are elected. Two members may jointly hold a position of International Director but they shall have a total of one vote on any issue.

4. Two Active Past Convention Presidents shall be elected by the Board for a renewable two-year term and may be re-elected up to a maximum of three two-year terms, to serve on the Executive Committee as Directors.
- B. All terms of office shall begin at the close of the Biennial Corporate Annual Meeting, provided that the current Convention Officials continue to supervise the balance of the Convention activities.
- C. The Convention President-Elect shall serve for a term of two years and upon the election of a successor, becomes Convention President.

SECTION 5. NOMINATIONS

- A. Nominating Committee:
 1. There shall be a Nominating Committee consisting of seven members. One member shall be elected by each of the Area Councils (Article VI, Section 2), and one member shall be elected by the Board who shall serve as Chairman.
 2. A member of the Committee shall be ineligible to hold another Organization position while on the Committee.
 3. No member may serve more than two consecutive terms on the Nominating Committee.
 4. No member may serve on the Committee who has not been a member of a Local Club at least four years on June 1 of the election year.
 5. A vacancy in the Nominating Committee shall be filled by the Board.
- B. The Committee shall nominate one candidate for each elected position to be filled by the next Biennial Convention.
- C. The Committee's nominations shall be published in THE CHINA PAINTER no later than the March/April issue. This information shall have been received at the WOCP Headquarters no later than January 1.
- D. A total of fifty members from at least five different chartered Local Clubs may nominate a candidate for office by notifying the Corporate Secretary by mail postmarked not later than 30 days prior to the Biennial Convention.

SECTION 6. ELECTIONS

- A. Except as otherwise provided herein, persons who have been members of a Local Club for at least two years on June 1st of the year of election may be elected to a Board, Convention, or Director position. Board Members (except Past Presidents) may not hold more than one Board position during any current term of office.
- B. Except as otherwise provided, all Convention Officers and Directors shall be elected at the Corporate Annual Meeting held during the Biennial Convention. The election shall be by ballot unless there is only one candidate for a position, in which case the election may be by voice vote. Votes may be cast only for Members.
- C. The Teacher Director shall be elected by the WOCP Teachers at the Biennial Art Institute Meeting. The Board must ratify the election within 30 days; however, should the election not be ratified, the Teacher Director previously ratified shall continue until ratification is completed or another Teacher has been elected by the WOCP Teachers and that election has been ratified.
- D. The Dealer Director shall be elected to a two-year term by the WOCP Dealers at the Biennial Convention. The Board must ratify the election within 30 days; however, should the election not be ratified, the Dealer Director previously ratified shall continue until ratification is completed or another Dealer has been elected by the WOCP Dealers and that election has been ratified.

SECTION 7. VACANCIES

- A. A vacancy in any Corporate Office, Directorship, or Convention Officer serving a term of two years shall be filled by the Board for the remainder of the term. A vacancy in a Directorship serving a term of six years shall be filled by the Board until the next Biennial Convention at which time a successor shall be elected to fill the remaining portion of the term.
- B. A vacancy in the office of Convention President shall be filled by the Convention Vice-President or a nomination from the Board and ratified by the Board.
- C. The Executive Committee may make nominations to fill vacancies.

ARTICLE VI - AREA

SECTION 1. GEOGRAPHICAL DIVISIONS

The Organization shall be divided into six geographical areas, each with an Area Council and Area Director. (Actual divisions will be listed in the Standing Rules.)

SECTION 2. AREA COUNCILS

- A. Each geographical area shall have a Council composed of four Chairmen and an Area Director, who shall serve as a Coordinator. Each Chairman shall serve as of one of the following Area Council committees:
 - 1. Museum Promotion
 - 2. Museum Exhibit
 - 3. Publication
 - 4. Demonstration
 - 5. Nominating
- B. Area Council Members, plus one alternate, shall be elected at meetings by members present from each respective area. The meeting is held in conjunction with the Biennial Convention. Persons who have been members of a Local Club for at least two years may be elected. Members do not have to be present to be nominated or elected. A Council Member shall be ineligible to hold another Organization position while holding a Council position.
- C. Area Council Members shall be elected for a two-year term. Area Directors shall be elected for a six-year term.

SECTION 3. DUTIES OF AREA COUNCILS

Each Area Director shall:

- A. Coordinate the Area Chairman listed in Article VI, Section 2.
- B. Assist State Organizations and Local Clubs in fulfilling their duties listed in Article VI, Section 2.
- C. Act as liaison on the Board of Directors.
- D. Coordinate State Organizations and report to the WOCP Headquarters.

ARTICLE VII - MEETING, CONVENTION AND CONVENTION OFFICIALS

SECTION 1. BIENNIAL CONVENTION

The Biennial Convention shall be held between May 15 and October 15 of each odd-numbered year at a date and place to be approved by the Board. Scheduled dates cannot include Memorial Day, 4th of July, Labor Day, or the three days preceding and/or following those holidays. Notice of the Biennial Convention shall be published in THE CHINA PAINTER not less than ninety days before the meeting.

SECTION 2. CORPORATE ANNUAL MEETINGS

There shall be a WOCP Corporate Meeting each year. In odd-numbered years, the Corporate Annual Meeting shall take place during the Biennial Convention.

SECTION 3. SPECIAL GENERAL MEMBERSHIP MEETINGS

A special General Membership Meeting of the Organization may be called by the Board at anytime, or shall be called upon the written request of one-third of the State Organizations.

- A. Delegate appointment shall be the same as for Biennial Conventions.
- B. Notice of the time, place, and purpose of a special General Membership Meeting shall be published in THE CHINA PAINTER at least 60 days before the meeting.

SECTION 4. WOCP CONVENTION OFFICIALS

The following shall be Biennial Convention Officials: WOCP Convention President, Convention President-Elect, Convention Vice-President, Convention Secretary, and Convention Treasurer.

SECTION 5. DUTIES OF THE WOCP CONVENTION OFFICIALS

- A. WOCP Convention President shall oversee the planning of the Biennial Convention, shall appoint Convention Committees, shall serve as Chairman of the Convention Committees, shall be ex-official member of all other Convention Committees, and shall preside over the Convention activities.
Any and all corporate WOCP business portions of the Corporate Annual Meeting during the Biennial Convention shall be presided over by the current WOCP Board Chairman, or in the Chairman's absence, by the WOCP Convention President or any appointed Board Member approved by the Board.
- B. The WOCP Convention President-Elect shall perform such duties as may be assigned by the current Convention President and/or the Board. Prepare a WOCP contract and/or letter of intent for the next Biennial Convention, no later than March 1, of the Convention year, to be approved by the Board Chairman, Corporate Treasurer, and Dealer Director. This contract and/or letter of intent must be distributed to all Dealers Members and to all participating Dealers at the current Biennial Convention. Following a two-year term as Convention President-Elect, the Convention President-Elect shall succeed to the office of Convention President.
- C. The WOCP Convention Vice-President shall preside at and serve in the absence of the Convention President. The Convention President may assign additional duties to the Convention Vice-President.
- D. The Convention Secretary shall provide notices of all meetings to be held during the Biennial Convention. Such notice shall be provided to the Editor of THE CHINA PAINTER magazine in time to be published 60 days prior to such meetings. Shall assist the Corporate Secretary in taking minutes at the Biennial Convention General Meeting.
- E. The Convention Treasurer shall perform the duties specified in Article XI, Section 2.
- F. The WOCP Dealer Director shall be Co-Booth Chairman for the WOCP Biennial Convention and shall work with the Booth Chairman that the Convention President has appointed.

SECTION 6. BIENNIAL CONVENTION COMMITTEE

The Biennial Convention Committee shall:

- A. Be appointed by the Convention President.
- B. Plan and implement a well-coordinated Biennial Convention based on WOCP purposes.
- C. Meet immediately after appointment to develop a proposed Convention Agenda, subject to Board approval.

SECTION 7. BIENNIAL CONVENTION DELEGATIONS (VOTING BODY)

- A. The voting body for a Corporate Annual Meeting or a General Membership Meeting shall be:
 1. Members of the Board, Area Council Members, and all State Organization Presidents.
 2. Delegates from each state as follows:
 - 100 or less members, one Delegate
 - 101-200 members, two Delegates
 - 201-300 members, three Delegates
 - 301-400 members, four Delegates
 - Over 400 members, five Delegates
 - Each Delegate is entitled to one Alternate
- B. No Delegate shall have more than one vote, and no proxies shall be allowed.

SECTION 8. QUORUM

Twenty-five percent of the registered Delegates shall constitute a quorum for the Corporate Annual Meeting held at the Biennial Convention.

ARTICLE VIII - BOARD OF DIRECTORS

SECTION 1. COMPOSITION

- A. The Corporate Board of Directors shall consist of the Board Chairman, Corporate Secretary, Corporate Treasurer, WOCP Convention President, Convention President-Elect, Convention Vice-President, Convention Secretary, Convention Treasurer, Area Directors, Directors-at-large, International Directors, Dealer Director, Teacher Director, all Standing Committee Chairmen, and active Past Presidents. Unless the context otherwise requires, the term "Board" used in these by-laws shall mean the "Corporate Board of Directors."
- B. In order to maintain the status of active Past President, a Past President must attend meetings of the Board. A Past President who failed to attend two consecutive meetings of the Board, without a valid excuse accepted by the Board shall be reclassified as an Honorary Board Member. Honorary Board Members are not members of the Board, have no vote at meetings of the Board, and are not counted in the quorum required for meetings of the Board.
- C. All of the above officers, with the exception of the Nominating Committee Chairman must have been a member of a Local Club for at least two years on June 1 of the year of the election.

SECTION 2. BOARD DUTIES

The Board:

- A. Shall have all power and authority over the affairs of the Organization between its Corporate Annual Meetings, except that of modifying any action taken at the Corporate Annual Meeting.
- B. May adopt Standing Rules for the Organization consistent with these bylaws.
- C. Shall make recommendations to the Organization.
- D. Shall perform such duties as are specified in these bylaws.

SECTION 3. BOARD MEETINGS

- A. The Board shall meet at least once annually on the call of the Board Chairman. The Board shall meet both prior to and following the Corporate Annual Meeting, held at the Biennial Convention.
- B. Notice of the Annual Board Meeting shall be mailed by the Corporate Secretary at least 30 days prior to a meeting.
- C. Special meetings may be called by the Board Chairman and shall be called on the written request of a majority of the members of the Board.

- D. A meeting of the Board may be held at any time a quorum is present without notice having been sent. All Board Members not present shall be informed by the Corporate Secretary of action taken.

SECTION 4. BOARD ACTION IN LIEU OF MEETINGS

The Board Chairman is authorized to conduct votes of the Board by mail, telephone, fax, or e-mail. This authorization may be assigned to the Corporate Secretary. The Corporate Secretary shall keep records of the votes and shall mail the results to the Board Members. A two-thirds vote of the Board Members shall be necessary to adopt a motion by mail, telephone, fax, or e-mail.

SECTION 5. BOARD QUORUM

Twelve members shall constitute a quorum for the Board.

ARTICLE IX - EXECUTIVE COMMITTEE

SECTION 1. COMPOSITION

The Executive Committee shall consist of the Board Chairman, Corporate Secretary, Corporate Treasurer, WOCP Convention President, Convention President-Elect, Dealer Director, Teacher Director, and two active Past Convention Presidents as Directors. The Corporate Secretary shall act as secretary for the Executive Committee.

SECTION 2. DUTIES AND POWER

The Board authorizes the Executive Committee to handle emergency situations related to the maintenance and continuation of the Organization between Board Meetings. A report of shall be mailed to each Board Member within ten days of such decisions.

SECTION 3. MEETING

The Executive Committee shall meet at the call of the Board Chairman, or upon the written request of any five of its members.

ARTICLE X - COMMITTEES

SECTION 1. STANDING COMMITTEES

Standing Committees of the organization shall be Demonstration, Finance, Museum Promotion, Museum Exhibit, Publication, and Nominating.

SECTION 2. APPOINTMENT OF COMMITTEES

- A. Standing Committee Chairmen shall be elected by the Board.
- B. Only persons who have been members of a Local Club for at least two years (except the Nominating Committee Chairman, 4 years – see Article V, Section 5.A.4.) and do not hold any other position or office, shall be eligible to serve as Chairman of a Standing Committee.
- C. Unless otherwise provided, the Board Chairman shall appoint the members of all committees with the approval of the Executive Committee and the Board. Such appointments shall be published in the next issue of THE CHINA PAINTER.
- D. The Executive Committee shall fill vacancies in Committee Chairmen with the approval of the Board.
- E. The Board Chairman shall be an ex-officio member of all committees except the Nominating Committee.

SECTION 3. FINANCE COMMITTEE

- A. Corporate Treasurer, as Chairman of The Finance Committee, with all financial records available; shall annually propose a budget for the Organization and submit it to the Finance Committee, Executive Committee, and then to the Board for approval at the Biennial Convention.
- B. At each Biennial Convention a new Finance Committee of four additional members shall be appointed to review the organizations operating expenses monthly.
- C. This Committee shall make financial policy recommendations to the Executive Committee.
- D. The Convention President, Convention President-Elect, and Teacher Director shall propose budgets for Board approval for the Conventions, and the Art Institute, respectively. These budgets shall be presented to the Finance Committee at least 60 days prior to the Biennial Convention.

SECTION 4. MUSEUM PROMOTION

The Museum Promotion Committee composed of a Chairman and one Member from each Area Council shall:

- A. Promote public interest in and support for the Museum, China Painter's Library, and World Headquarters.
- B. Collect and preserve information regarding significant persons and events in WOCP Life and History.

SECTION 5. MUSEUM EXHIBIT

The Museum Exhibit Committee, composed of a Chairman and one Member from each Area Council, shall coordinate State Exhibits to be sent to the WOCP Museum for Exhibit.

SECTION 6. PUBLICATION COMMITTEE

The Publication Committee composed of a Chairman and one Member from each Area Council shall:

- A. Present international, state, and local programs and activities through news media.
- B. Submit art and articles from their respective areas for publication in THE CHINA PAINTER.

SECTION 7. DEMONSTRATION COMMITTEE

The Demonstration Committee, composed of a Chairman and one Member from each Area Council, shall submit names of artists to the World Show Demonstration Chairman.

SECTION 8. NOMINATING COMMITTEE

The Nominating Committee, composed of a Chairman and one Member from each Area Council, shall nominate one candidate for each elected position to be filled at the next Biennial Convention, as specified in Article V.

SECTION 9. SPECIAL COMMITTEES

Special Committees maybe authorized whenever deemed necessary by the Board.

ARTICLE XI - FISCAL POLICIES

SECTION 1. CORPORATE TREASURER

The Corporate Treasurer:

- A. Shall have charge of all funds, securities, and financial records of the Organization subject to corporate fiscal policies in this Article.
- B. Shall deposit the same in such federally insured banks or depositories, as the Board shall designate.
- C. Shall be, at the expense of the Organization, bonded in a sum to be determined by the Board based upon the amount of funds to be handled.
- D. Shall provide a financial report at each Board meeting and at such other times as The Board Chairman or the Board shall require.

- E. Shall provide members of the Finance Committee and the Executive Committee with copies of all financial reports.
- F. Shall provide an Annual Financial Report to the Board.
- G. Shall serve as Finance Committee Chairman.
- H. Shall be ex-officio member, without vote, on all other committees authorized to disburse funds.

SECTION 2. WOCP CONVENTION TREASURER

The WOCP Convention Treasurer shall perform duties specified in this Article, and:

- A. Shall have charge of all financial receipts of the Biennial Convention.
- B. May be, at the expense of the Organization, bonded in a sum to be determined by the Board based upon the amount of funds to be handled.
- C. Shall deposit the Convention funds in a separate Convention Account in a federally insured bank or depository, which the Corporate Treasurer and Board Chairman shall approve.

SECTION 3. DISBURSEMENT

Funds shall be disbursed as authorized by the Board or within the limits of the budget adopted by the Board.

Disbursements shall be made only by check and only in accordance with provisions of these bylaws.

SECTION 4. GENERAL OPERATIONAL DISBURSEMENTS

- A. Disbursements shall be by check, signed by the following persons:
 - 1. Board Chairman
 - 2. Corporate Treasurer

If only one of the above signatures is available, the second signature may be that of a designated WOCP Staff or Board Member approved by the Board. The Board may designate no more than two such Staff or Board Members. Designations of Staff or Board Members to sign checks shall be in writing, signed by all concurring Board Members, with fax or email being permitted.

SECTION 5. CONVENTION DISBURSEMENTS

- A. All contracts with WOCP and any Convention Contractor whose services equal or exceed \$1,000.00 per contract are required to be authorized by the Executive Committee. They shall be forwarded to the Executive Committee for authorization and approval according to the procedure in Section 4 of this Article.
- B. The amount of \$3,000.00 may be advanced to the Convention President for Convention funds to be deposited into a separate Convention account in a federally insured bank or depository for routine operational expenses.
 - 1. These advanced funds shall be repaid to WOCP Headquarters not later than 60 days following the completion of the Convention.
 - 2. The Convention Treasurer shall ensure that all Convention records agree with those kept at WOCP Headquarters.
- C. The Corporate Treasurer shall be included on the authorized signature card of all Convention bank accounts. Check signing procedures shall be in accordance with Section 4 of this Article. Separate Convention accounts shall be in federally insured banks or depositories which shall be approved by the Executive Committee.
- D. WOCP Headquarters shall be the primary address on all bank accounts.
 - 1. The Convention Treasurer will send all bank statements pertaining to the Biennial Convention to WOCP Headquarters for reconciliation.
 - 2. The Corporate Treasurer shall ensure that all Convention records agree with those kept at WOCP Headquarters.
- E. The Corporate Treasurer shall include a report of the Convention treasury records with those of the monthly Organization treasury reports.

- F. All Convention Expenses incurred must fall within the Convention budget as approved by the Board. All convention funds shall be considered corporate funds.

SECTION 6. ART INSTITUTE DISBURSEMENTS

- A. All contracts with WOCP Teachers and any Contractors whose services equal or exceed \$1,000.00 per contract are required to be authorized by the Executive Committee. They shall be forwarded to the Executive Committee for authorization and approval according to the procedure in Section 4 of this Article.
- B. The amount of \$1,000.00 may be advanced to the current Teacher Treasurer (to be elected at each Biennial Art Institute) to be deposited into a separate account in a federally insured bank or depository, for routine operational expenses.
- C. These advanced funds shall be repaid to WOCP Headquarters not later than 60 days following the completion of the Art Institute.
- D. The Corporate Treasurer shall be included on the authorized signature card of all WOCP Teacher bank accounts.
 - 1. Check signing procedures shall be in accordance with Section 4 of this article.
 - 2. Separate accounts shall be in federally insured banks or depositories, which shall be approved by the Executive Committee.
- E. WOCP Headquarters shall be the primary address on all bank accounts.
 - 1. The Teacher Treasurer shall promptly forward copies of all bank statements to WOCP Headquarters for reconciliation.
 - 2. The Corporate Treasurer shall ensure that all records of the Teacher Organization agree with those kept at WOCP Headquarters.
- F. The Corporate Treasurer shall include a report of the Teacher Organization treasury records with those of the monthly Organization treasury reports.
- G. The WOCP Teacher Organization expenses incurred must fall within their budget in accordance with Article X, Section 2 as approved by Board. All WOCP Teacher funds shall be considered corporate funds.
- H. WOCP Teacher Treasurer may be, at the expense of the Organization, bonded in a sum to be determined by the Board based on the amount of funds to be handled.

SECTION 7. AUDITS

The financial records of the Organization shall be audited annually, and at other times as requested by the Board, by an independent Certified Public Accountant (CPA). All audit reports shall be submitted to the Board for approval.

SECTION 8. FISCAL YEAR

The fiscal year of this Organization shall be designated by resolution of the Board prior to the period of time in which such designation must be made under existing provisions of the United States Internal Revenue Code and any regulations relating thereto. Notwithstanding the provisions of Article XIV, Section 2 of these bylaws, this Section shall be deemed automatically amended, by any resolution of the Board designating the fiscal year of this Organization.

ARTICLE XII - DISSOLUTION

As fully provided in the Articles of Incorporation, should the Organization be dissolved, its assets shall be distributed for perpetuation of the purposes of this Organization through some other Organization, provided that none of its assets shall at any time be distributed to any organizations which are not charitable or educational within the meaning of Section 501 C 3 of the Internal Revenue Code of 1986, as amended or a successor Section as then applicable. In the event of the dissolution of State and Local Clubs, all remaining assets shall be retained by this Organization. At no time and in no event may the funds or assets of the Corporation inure incidentally or otherwise to the benefit of any private

individual or its individual members, with the exception of reasonable payment for services rendered, nor be used for the purpose of carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

The rules contained in current edition of ROBERT'S RULES OF ORDER NEWLY REVISED shall govern the Organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws or any special rules of order the Organization may adopt.

ARTICLE XIV AMENDMENTS OF BYLAWS

SECTION 1.

Article I and Article II of these bylaws may be amended only upon amendment of the Articles of Incorporation.

SECTION 2.

These bylaws may be amended at any Corporate Annual Meeting.

- A. By a two-thirds vote provided that:
 - 1. Notice of the amendment has been submitted in the notice of the Corporate Annual Meeting.
 - 2. The amendment shall have been proposed by the Board or by any five State Organizations that have furnished the Convention President and the Corporate Secretary with written copies of the proposed amendment at least 120 days prior to the meeting.
- B. By a four-fifth vote without notice having been given.

ARTICLE XV - NOTICES

SECTION 1. FORM AND MANNER OF NOTICE

Whenever the provisions of the Articles of Incorporation or these bylaws or the laws of the State of Oklahoma require notice to be given to any Director, Officer or Member, such provision shall not be construed to require personal notice unless expressly so stated. Such required notice shall be deemed sufficient if given in writing when received, refused, or as of the first attempted delivery if unclaimed, when mailed with the United States Postal Service in a sealed wrapper, certified or registered mail, postage prepaid, addressed to such Director, Officer, Member or other person entitled thereto, at his or her address as listed in the books of this Organization unless otherwise provided by these bylaws. The date of the giving of such notice shall be deemed to be the date upon which such notice is received, as set forth above.

SECTION 2. WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any Director, Officer or Member of this organization under the provisions of the bylaws or under the provisions of the Articles of Incorporation or under any applicable law, a waiver of such notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI - INDEMNIFICATION AND INSURANCE

SECTION 1. INDEMNIFICATION

Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a Director or Officer of this Organization or is or was serving at the request of this Organization as a Director, Officer, Employee, or Agent of another Organization or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a Director, Officer, Employee or Agent or in any other capacity while serving as a Director, Officer, Employee, or Agent, shall be indemnified and held harmless by this Organization to the fullest extent authorized by the Oklahoma General Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits this Organization to provide broader indemnification rights than said law permitted this Organization to provide prior to such amendment) (hereinafter the "Act"), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a Director, Officer, Employee, or Agent and shall inure to the benefit of his or her heirs, legal and personal representatives; provided, however, that, except as provided in Section 2 of this Article, this Organization shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such indemnification in connection with a proceeding (or part thereof) was authorized by the Board of this Organization. The right to indemnification conferred hereby shall be a contract right and shall include the right to be paid by this Organization the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the act requires the payment of such expenses incurred by a Director or Officer in his or her capacity as a Director or Officer (and not in any other capacity in which service was or is rendered by such person while a Director or Officer including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, payment shall be made only upon delivery to this Organization of an undertaking, by or on behalf of such Director or Officer, to repay all amounts so advanced if it shall ultimately be determined that such Director or Officer is not entitled to be indemnified hereby or otherwise. This Organization may, by action of the Board, provide indemnification to Employees and Agents of this Organization with the same scope and effect as the foregoing indemnification of Directors and Officers.

SECTION 2. RIGHT OF CLAIMANT TO BRING SUIT

If a claim under Section 1 of this Article is not paid in full by this Organization within 30 days after a written claim has been received by this organization, the claimant may at any time thereafter bring suit against this Organization to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim.

It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to this Organization) that the claimant has not meet the standards of conduct which make it permissible under the act for this Organization to indemnify the claimant for the amount claimed, but the burden of proving such a defense shall be on this Organization. Neither the failure of this Organization (including its Board or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the act, nor an actual determination by this organization (including its Board or independent legal counsel) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

SECTION 3. NON-EXCLUSIVITY OF RIGHTS

The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred hereby shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, law, provision of the certificate of incorporation, bylaw, agreement, vote of disinterested Directors or otherwise.

SECTION 4. INSURANCE

This Organization may maintain insurance, at its expense, to protect itself and any Director, Officer, Employee, or Agent of this Organization or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not this Organization would have the power to indemnify such person against such expense, liability or loss under the act.