



# ALBERTA POTTERS' ASSOCIATION

## MINUTES

Date: Monday, March 20	Time: 7:01 pm
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**Meeting objective:** Board meeting

**Preparation for meeting:** Read and review revised 2016 bylaws, attached.  
Read last board meeting minutes, attached.

**Action Items:** Review Bylaws for presentation to membership for this meeting.

### Agenda Items:

MOTION to approve the agenda: Gillian Boon, second Erin Freed.  
Approved.

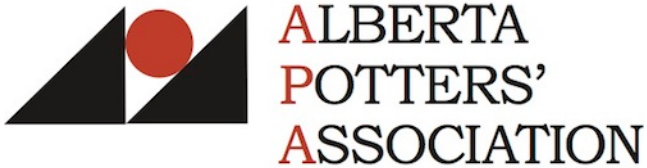
1. Call to order by Gillian Boon

2. Roll Call:

Gillian Boon	X	Bob Acton	X	Erin Freed	X	Claire Becq	X	Monika Smith	X
Erin Baer	X	Bob Barclay	X	Amy Bouchard	X	Cindy Liu	X		

3. Approval of February 20, 2023 Minutes, prepared by Monika Smith.  
MOTION by Gillian Boon, second Amy Bouchard. Approved.

4. Treasure's Report – Claire Becq.  
Currently, \$17, 067.74 in the account; January 31, \$18,045.17. E-transfer to Bob Acton for his payment of board insurance. Payment to WCD \$300.63 (mid-February). Four memberships included in current balance. Year-end is March 31. Erin Freed has quote from Western Canadian (attached) to digitize remainder of publications.  
MOTION by Erin Freed to have remainder of publications (6) digitized by WCD at quoted cost of \$418.09. Second Claire Becq.



Approved.

MOTION to approve Treasurer's report by Claire Becq, second by Gillian Boon. Approved.

5. Open Issues

- a) Bylaws review—Bob Acton and Bob Barclay  
APA BYLAWS 2023 Edition to the APA Board for final review March 2023 (attached) were provided to board members. Each change, as noted in draft, was reviewed and discussed. All revisions, after discussion and further revision in some cases were unanimously accepted. The revisions at the meeting will be distributed before the April meeting, for final approval and distribution to the membership.

***Note: Items b) to f) will be addressed if there is sufficient time.***

- b) Update on Teapot Show: May 11, 2023 at Naked Leaf (Kensington)—Bob Acton and Gillian Boon  
TBA next meeting.
- c) Historical Committee Update—Erin Freed  
TBA next meeting.
- d) Update on other events: international events; local art markets—Bob Acton  
TBA next meeting.
- e) Discussion with AUArts institutional member on website; opportunity to hold major event at the college—Monika Smith  
request for May 6 event at AUarts declined as the college is getting ready for the grad show. Ongoing discussion if AUarts can host AGM.
- f) AGM meeting and special event—Gillian Boon  
TBA next meeting.



ALBERTA  
POTTERS'  
ASSOCIATION

8. Adjournment: 9:03 pm  
MOTION to adjourn: Gillian, Second Erin Freed. Approved

**Next Meeting: Monday, April 24 at 7:00 pm. Zoom**



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# QUOTE

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QLID: 89985

**To:**

Calgary, AB  
ATTN:Erin Freed  
Phone

**Request Date** 3/17/23  
**Delivery Date**  
**PO Number**  
**Salesperson** Business Centre  
**Quoted By** David Wilson

**Quote Description:** Document Scanning  
Qty: 6 booklets  
Size: 8" x 8" - 9" x 10" - 8.5" x 11"  
Scanning: Colour/ 300DPI  
Document reinstatement and Preparation Required  
File Setup required for 4 books

Dear Erin:

Thank you for considering WCD for your next project. Included are the detailed product specifications and pricing for your order. Please note that standard delivery charges apply and will be calculated upon purchase. This quote is confidential and is intended solely for the use of the addressee(s) named above.

If you have any questions, please e-mail Dave at [dwilson@wcdconnect.com](mailto:dwilson@wcdconnect.com) or call 403.209.4461.

**Below Is Your Detailed Information Regarding This Quotation**

	<b>Total Per Product</b>
<b>Scanning</b>	\$ 398.18
<b>Subtotal</b>	
	<b>\$398.18</b>
<b>Sales Tax</b>	
	<b>\$19.91</b>
<b>Total Quote Price</b>	
	<b>\$418.09</b>

We reserve the right to review pricing upon viewing actual job specifications, artwork or design. If file manipulation and/or edits are required prior to printing/scanning your job, computer production will be charged at \$75.00 per hour. Proofs are charged per copy or per square foot.

**Accepted By:** \_\_\_\_\_ **Sign:** \_\_\_\_\_ **Date:** \_\_\_\_\_

*Thank You for giving us the opportunity to submit this quote. As always, quotes are based on a physical inspection of your originals and are valid for 7 days unless otherwise specified*

**Article I - Membership**

1. The Alberta Potters' Association (APA) shall consist of members in the following categories:

a) Active Member

Membership in this category shall be open to any individual who agrees with the goals and objectives of the Association. This member is entitled to a vote at **an annual general meeting, a general meeting, and a special meeting** to full participation in events and will receive all publications as issued. This member must reside in Alberta, **and be 18 years or older.**

Alberta Potters 2/27/2023 7:12 PM  
**Comment [1]:** APA Board to vote on age restriction.

b) Associate Member

Membership in this category shall be open to an individual, **18 years or older, who resides outside of Alberta** and agrees with the goals and objectives of the Association. This member is entitled to full participation in events and will receive all publications as issued. This member is not entitled to **a vote at any meeting or stand for office.** ~~This member can reside outside of Alberta.~~

Alberta Potters 2/27/2023 7:12 PM  
**Comment [2]:** APA Board to vote on age restriction.

c) Association or Business Members

Membership in this category is open to any non-profit or business with similar or supportive goals and objectives of the APA. One designated member of this organization is entitled to vote at an Annual General Meeting or Special Meeting, to full participation in events and will receive all publications issued. This organization must have an Alberta or Canadian incorporation. This person is entitled to vote only in this category. This member is entitled to a **single vote at an Annual General Meeting, a general meeting, and a special meeting** to full participation in events and will receive all publications as issued.

Alberta Potters 2/27/2023 7:21 PM  
**Comment [3]:** APA Board to vote on types of meetings allowed

d) Honorary Member

Membership in this category is for individuals recognized for lengthy or outstanding service or contributions to the furtherance of ceramics in Alberta.

- i. Any two members in good standing of the Association may nominate a candidate for honorary membership.
- ii. All nominations for honorary membership will be submitted to the Board or to any special committee struck for this purpose.
- iii. The nominator must include bibliographical details of the nominee and reasons why honorary membership should be granted.
- iv. **The honorary member shall have no fees for membership.**

**iv. The Board will review membership in this category every five years.**

Alberta Potters 3/3/2023 7:59 PM  
**Comment [4]:** We recommend removing this clause but we need a board vote.

e) Student Membership

Membership in this category shall be open to any full-time student of a recognized **post-secondary** educational institution offering a ceramics program in Alberta. This person agrees with the goals and objectives of the Association and is entitled to vote at **an Annual General Meeting, a general meeting, and a special meeting**, to full participation in events and will receive all publications as issued. There is no membership fee for this category.

Alberta Potters 2/27/2023 7:21 PM  
**Comment [5]:** APA Board to vote on types of meetings allowed

2. The privileges of members shall be:

a) Members in good standing depending on categories as defined above shall be entitled to one vote.

b) Eligibility to serve as ~~an Officer or D~~ **a Board Director**, except where specifically dealt within certain categories of membership as given above, shall be determined by voting of the membership at duly constituted **Annual General Meetings**.

~~e) The Board shall determine membership fees at its discretion.~~

Alberta Potters 3/3/2023 8:26 PM  
**Comment [6]:** Moved to section IV

**Article II – Resignation**

1. Any member may resign from the Association by sending a resignation in writing to the Secretary and the Secretary shall have the member’s name removed from the membership roll. **The membership fee will not be reimbursed.**
  2. **Any member whose dues are in arrears by June 1 of each year, shall forfeit their membership.**  
~~Any member whose dues are in arrears for six months shall forfeit good standing and if at the end of one year dues remain unpaid the member’s name shall be removed from the membership roll.~~
  3. **The APA Board may, by a three-quarter vote of the Board, rescind the membership of any member who in the board’s opinion, no longer deserves it. The Board shall first give to such members the right to appear before the board and be heard. Should the Board not approve expulsion in any case that may be brought to its attention, the matter shall not be entered in the Minutes of the Board or of the Association.**
  4. **Any member whose membership has been rescinded under the provisions of this article shall receive a written notice of the decision of the Board which may be by letter or e-mail.**
- (From the 2003 bylaws. 3 & 4 MUST be included as per the Alberta Gov’t checklist.)**

Alberta Potters 3/3/2023 8:09 PM  
**Comment [7]:** Board to vote on this clause

Alberta Potters 3/3/2023 8:14 PM  
**Comment [8]:** Board to vote on this clause.

Alberta Potters 3/3/2023 8:21 PM  
**Comment [9]:** Board to vote

**Article III – Annual General Meetings, General Meetings, and Special Meetings**

1. The Annual General Meeting shall convene in Alberta each year on a day in the spring after March and before July. The Board shall set the specific date, **time**, and place of the Annual General Meeting, and inform the members at least thirty (30) days before the day on which it shall convene, specifying the place, date and hour of said meeting. It shall be in writing and shall state the business to be transacted there at, and no other business shall be considered at the meeting.
2. The Board may call a Special Meeting of the Association whenever or wherever it determines with a minimum of twenty-one (21) days notice. The notice shall be in writing and shall state the business to be transacted there ~~at~~, and no other business shall be considered at the meeting. A petition signed by at least ten voting members shall require the Board to convene a Special Meeting without undue delay.
3. **The Board may call a General Meeting of the Association whenever or wherever it determines with at least thirty (30) days notice in writing of a General Meeting specifying the place, date and hour of said meeting, and in the case of a General Meeting, the general nature of the business, shall be given to the members by e-mail or mail.**
4. A quorum at an Annual General Meeting, **General Meeting** or Special Meeting shall be six (6) members in addition to a quorum of ~~Directors~~**Board members** as stated in Bylaw 4.6. If a quorum is present at the beginning of a meeting and some members leave thereby reducing the number present to less than a quorum, the meeting may continue if the remaining members agree.
5. At any meeting unless at least three (3) voting members demand a poll, a declaration by the President that a resolution has been carried and an entry to that effect made in the minutes of the Association shall be sufficient evidence of the fact, without proof of the number of proportion of the members recorded in favour or against such resolution.
6. Any member in good standing in a category that entails a vote, may appoint in writing as proxy any other member in good standing to vote at any Annual General Meeting or Special Meeting providing the Secretary is advised **seven (7) days** before the meeting.
7. General meetings **will be held as required and determined by the Board.**

Alberta Potters 3/3/2023 9:01 PM  
**Comment [10]:** Board to debate this

Alberta Potters 3/3/2023 9:09 PM  
**Comment [11]:** Monika recommended seven days in advance. We didn't think necessary and decided the board should discuss.

**Article IV – The Board of the Alberta Potters’ Association**

1. The Board of the Association shall consist of ~~ten voting members~~ of the Association plus the immediate Past President.
2. The members of the Board shall be the President, Vice-President, Secretary, Treasurer, Past President, and ~~six~~ **four** Directors.
3. The Executive Committee shall consist of the President, Vice-President, Secretary, and Treasurer.
4. The members of the Board, except for the Past President, shall be elected at the Annual General Meeting for a period three years. One third of the board shall stand for re-election every year.
4. No board member may serve on the Board for a period exceeding six successive years without a unanimous vote from all Board members and voting members present at the Annual General Meeting.
5. The Past President may be on the board for a maximum of nine years.
6. The Board shall determine, at its discretion, all fees associated with the APA
5. The Directors of the Board shall assume office at the close of the Annual General Meeting, which elected them. Directors of the Board shall receive no remuneration for their services as such.
6. A quorum at a Board meeting shall be 50% plus one member of the Board. If a quorum is present at the beginning of a meeting and some members leave thereby reducing the number present to less than a quorum, the meeting may continue only if it is the wish of a majority of the remaining members. If the quorum is not present by a half-hour after the advertised start of the meeting, the meeting shall be declared canceled.
7. The Board shall normally function as an Administrative Governing Board.

Alberta Potters 3/3/2023 9:13 PM

**Comment [12]:** Discuss the value of having more or less board members. Maximum, a range, or defined limits.

Alberta Potters 3/3/2023 9:22 PM

**Comment [13]:** We need to follow through with this. Discuss at the board meeting

Alberta Potters 3/3/2023 9:26 PM

**Comment [14]:** Recommended by Barclay. Discuss at meeting.

#### **Article V – Exercise of Borrowing and Other Powers**

For the purpose of carrying out the objectives of the Association, the Board may:

1. Borrow or raise to secure the payment of money in such a manner as the Board thinks fit and in particular by the issue of debentures, provided such issue is confirmed by Special Resolution of the membership;
2. Subject to these Bylaws, draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
3. Acquire and take by purchase, donation, devise or otherwise, all kinds of real estate and personal property and may sell, exchange, mortgages, lease, let, improve and develop the same and may erect and maintain any necessary buildings in the Province of Alberta, as a headquarters ~~and/or information Clearing House~~ or as it may deem necessary provided in all instances that the funds and property of the Association shall be used and dealt with for its legitimate objects only and in accordance with The Societies Act and its Bylaws. PROVIDED in each instance that no member of the Association is, in his or her individual capacity, liable for a debt or liability of the Association.

#### **Article VI – Duties and Powers of Directors of the Board**

1. The President shall preside at all meetings of the Association and of the Board, and shall have the second or casting vote in the event of a tie vote upon any resolution.
2. The Vice-President shall, in the absence of the President, perform the duties of the President and when so acting shall have all the powers and be subject to all the responsibility hereby given or imposed upon the President.
3. The Past President shall act as advisor to the incoming President plus serve in other capacities as deemed appropriate by the Board.
4. The Secretary, or a nominee with the consent of the Board, shall attend to and record the minutes of all proceedings of the Association in the minute book of the Association.
5. The Membership Director shall maintain an up-to-date list of members in good standing by categories as given above. The Membership Director will present an up-to-date membership list to the Board twice a year.

The Membership Director will suggest to the Board various programs to attract new members and to ensure renewal of current members.

6. The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Association in proper books of accounts and shall deposit all monies or other valuable effects in the name of and to the credit of the Association in such banks or other institutions as may, from time to time, be designated by the Executive Committee. Funds of the Association shall be disbursed under the direction of the Board, having received proper vouchers and receipts of all transactions, and shall present an account of the financial position of the Association as required.
7. The Nominations Director, **appointed yearly**, will organize a slate of candidates for the Board every year, and take responsibility for the election of Board members at the Annual General Meeting. The Nominations Director will bring to the Board the names of individuals, **submitted by the membership**, to fill vacant positions as they come up during the year.
8. The **six** Directors shall be assigned tasks, as the Board deems suitable.
9. All Directors of the Board shall present an annual **committee report to the President by April 30 of each year for dissemination and inclusion in the President's report** at the Annual General Meeting.
10. The Association may employ the services of a part or full-time staff on such terms and at such salary as the Board deems appropriate.
11. Any Director who perceives a possible conflict of interest, and who may receive financial benefit from participation on the Board, must reveal the situation, and refrain from voting on issues **relating to the conflict. Any Director who did not reveal a potential conflict of interest and voted on the related issues shall be required to resign his/her position. Any Director who did not reveal a potential conflict of interest and voted on the related issues shall be required to resign his/her position.**
12. The Board shall deem any Director of the Association to have vacated his/her position by not attending three consecutive meetings without extending apologies.
13. Any vacancy occurring on the Board between Annual General Meetings may be filled by the Board for the unexpired portion of the term of the person who held the vacant position.
14. **A member of the Board may resign from the Board by sending a resignation in writing to the Secretary.**
15. The affairs of the Association shall be managed by the Board, which shall exercise all such powers of the Association as given by the Bylaws and by the rules of the Societies Act.
16. The Board will meet for the dispatch of business, adjourn and otherwise regulate its meeting as it sees fit. A majority shall decide questions arising at the meeting.
17. The Board may meet by telephone or online conference or other electronic means.
18. The Board will invest Association or grant funds to ensure a good, safe return and for term lengths, which ensure that adequate cash is on hand to meet all commitments.
19. The Annual General Meeting of the Association shall appoint an auditor or auditors whose duty it shall be to audit the accounts of the Association and prepare a report for the next Annual General Meeting.
20. An Executive Committee composed of the President, Vice-President, Secretary and Treasurer may make emergency decisions on issues that arise between Board meetings.
21. Executive Committee decisions cannot involve issues that cost one thousand dollars (\$1000.00) or more.
22. Except as herein provided, all other instances and rules of procedure shall be subject to the Societies Act and Robert's Rules of Order or such other procedures (parliamentary or otherwise) as may be determined by the Board at their decision.

#### **VII – Audit of Accounts**

1. The financial year of the Association shall commence on the 1<sup>st</sup> of April in one year and end on the 31<sup>st</sup> of March the following year. The board shall annually appoint a qualified accountant or two Directors to audit the books, accounts and records of the Association. The Treasurer shall present the financial statements on the previous year to the membership at the Annual General Meeting; two copies of which shall be provided to the

Alberta Potters 3/7/2023 10:24 PM

**Comment [15]:** This figure will be voted on in a previous edit.



Secretary for registration under The Societies Act

2. The books and records of the Association are available on the Association's website.
3. Bylaws are available to all members on the Association's website.

Alberta Potters 3/7/2023 10:41 PM

**Comment [16]:** Discussion as one person felt this should be the role of the Treasurer.

Alberta Potters 3/7/2023 10:43 PM

**Comment [17]:** Discussion of this.

#### **Article VIII – Custody of the Seal of the Society**

The Alberta Potters' Association does not have a seal of the society.

#### **Article IX – Miscellaneous Regulations**

1. Headquarters of the Association shall be in an Alberta community, which the Board designates.
2. The Board may establish committees composed of Directors, members or non-members with terms of office and terms of reference set by the Board. Such committees are to advise the Board unless the terms of reference state otherwise.
3. The Board shall have the power to appoint persons to fill vacancies on committees occurring between Annual General Meetings.
4. Changes to Bylaws shall be made at a duly constituted at an Annual General Meeting or a Special Meeting of the Association by a special resolution of the Association passed by a majority of not less than three-quarters of the voting members present. The proposer and seconder, who shall be members in good standing, must sign a notice to propose a special resolution and deliver it to the Secretary who shall notify the members by mail not less than thirty (30) days before an Annual General Meeting or twenty-one (21) days before a General Meeting of the Association.
5. Distributing Assets and Dissolving the Society
  - i) The Association does not pay any dividends or distribute its property amount to its members.
  - ii) If the Association is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization with objects that has objects similar to those of the Alberta Potters' Association
  - iii) Members are to select the organization to receive the assets by special resolution. In no event do any members receive any assets of the Association.

6. All minutes and records of the Association shall be deposited in an appropriate archival agency every three years.

7. All historical and archival items acquired by the board shall be deposited in an appropriate archival agency.

Alberta Potters 3/13/2023 3:22 PM

**Comment [18]:** To be discussed by the board specific to the historical committee.