

NCC Constitution & Bylaws

NATIONAL COUNCIL OF 56 CLUBS

CONSTITUTION and BYLAWS

Amended July 31, 2019

ARTICLE ONE: NAME AND DESCRIPTION OF ORGANIZATION

The name of this organization shall be the National Council of 56 Clubs, hereinafter referred to as the NCC. The NCC is an independent not for profit organization of Department 56 Collector Clubs with a strategic alliance with Department 56. The official address of the organization shall be the address of the current president.

ARTICLE TWO: PURPOSE

The purpose of the NCC shall be to promote, cultivate cooperation among, and facilitate the exchange of information between Member Clubs; assist in the formation of new Clubs and growth of existing clubs, and stimulate the presentation of collector events and gatherings.

ARTICLE THREE: MEMBERSHIP

SECTION 1.

There shall be three categories of Membership: Club, Associate and Honorary.

- A. Club Membership is available to all Clubs that are organized for the purpose of promoting an interest in collecting Department 56 houses and collectibles.
- B. Associate Membership is available to retailers, secondary dealers, newsletter editors, and others who engage or operate in any enterprise related to Department 56 that is for commercial or personal profit. Associate Members have no vote, and may not be elected or appointed to a position in the NCC. This restriction applies only to the owners of the Associate Member enterprise and does not apply to agents, representatives or employees of the Associate Member.
- C. Honorary membership may be granted to those persons who have exhibited outstanding support or contributions to the NCC. They shall have no vote and may not be elected or appointed to a position in the NCC. They shall be exempt from dues.

SECTION 2.

Qualifications.

- A. All Memberships are subject to approval by the Board of Directors, hereinafter referred to as the Board, and are not transferable.
- B. To apply for membership, Clubs shall submit a Board approved application containing an agreement to abide by the NCC Purpose, the Bylaws, and any special rules or amendments adopted by the NCC thereafter.
- C. Member Clubs must be independent, self-governing Collectors Clubs with:
 - 1. Duly elected officers.
 - 2. Bylaws compatible with those of the NCC.
 - 3. At least five (5) dues paying members. Existing clubs not meeting this criterion may be grandfathered in at the discretion of the Board.
 - 4. At least four (4) meetings per year. Existing clubs not meeting this criterion may be grandfathered in at the discretion of the Board.

ARTICLE FOUR: DUES

SECTION 1.

Annual Club Membership dues shall be \$36. This may be modified at the start of a fiscal year by vote of the Board.

SECTION 2.

Annual Associate Membership dues shall be \$100. This may be modified at the start of a fiscal year by vote of the Board.

SECTION 3.

The fiscal membership year shall be from January 1 through December 31. Dues shall be payable January 1 and considered delinquent if not paid by March 1. Delinquent clubs will be notified in writing and given an additional 60 days to remit payment. If not paid by May 1, membership will be forfeited and privileges denied until delinquent dues (not to exceed 1 year) are made current.

SECTION 4.

New Clubs and Associate Members joining after January shall be charged the full yearly dues for the current calendar year, but will have the following year's dues pro-rated based on the month they joined in the previous year. For example, Clubs and Associate Members joining in March of year 1 will only be charged 10/12 of the full year's dues in year 2.

ARTICLE FIVE: THE BOARD OF DIRECTORS

SECTION 1.

The Board of Directors, herein called the Board, shall be comprised of the Executive Board plus one elected representative from each Region.

A. Composition - the Members of the Board shall be:

1. The President, Vice President, Secretary, Treasurer, and Department 56 Representative (Executive Board).
2. The Regional Representatives.
3. The immediate past President shall be ex officio member but shall have no vote.

B. Duties - The Board shall:

1. Conduct the business of the NCC between meetings.
2. Report to Member Clubs.
3. Adopt policies and rules for the NCC according to its rules and bylaws.
4. Approve the bank or banks for the deposit of NCC money.
5. Review the Reports presented by the Treasurer.
6. Approve a membership form.
7. Approve reinstatement and expulsion requests.
8. Consider applications for Member Clubs.
9. Consider and approve an annual budget.
10. Consider and approve use of the NCC logo.
11. Consider approval of appointments to Standing Committees.
12. Consider approval of appointments to fill vacancies in the offices of elected officers or Regional Representatives.
13. Consider causes for expulsion of members.

C. Meetings:

1. The Board shall meet at least four times a year.
 - a. The meetings may be held via conference calls or in person at Member Club hosted or NCC sponsored Gatherings and may be held at any time during the year.

- b. At least 15 days' advance notice of the meetings shall be given to all members of the Board.
2. In addition to scheduled meetings, the Board may conduct business in person, or via Mail, the Internet, or telephone. A report of action taken in this manner shall be verified and presented in the minutes of the next meeting.
3. A quorum shall be a majority of the members entitled to vote.

D. Term of Office

No elected member of the Board may serve in the same position for more than two consecutive terms, with the following exceptions:

- a. When a member has been appointed to fill an unexpired term that is less than one-half of the normal term remaining, in which case the member may stand for election for an additional term to complete what would otherwise be his second consecutive term. (Note: For counting purposes, one day is sufficient to be considered "less than one-half of the normal term of office.")
- b. When a member (other than the President) completes 2 full terms and no eligible member wishes to run for that office, the President, with the approval of the Board, may appoint the exiting member, if they wish, to serve a maximum of 1 (one) additional full term.

ARTICLE SIX: OFFICERS

SECTION 1.

Officers for the National Council of 56 Clubs shall consist of a President, Vice President, Secretary, and Treasurer. These four officers and the Department 56 Representative shall comprise the Executive Board.

SECTION 2.

Eligibility

- A. An officer shall have been an NCC member for at least two years prior to election to office.
- B. Co-Presidents are permissible.
- C. No Officer may serve in more than one office at a time.
- D. An Officer must be a current member of an NCC member club and at least 18 years old.

SECTION 3.

Duties

- A. The President shall be the Chief Executive Officer and official representative of the NCC and shall:
 - 1. Promote the purpose of the NCC.
 - 2. Preside at meetings of the Board.
 - 3. With approval of the Board appoint all Standing Committees.
 - 4. Appoint all Special Committees.
 - 5. Appoint a committee of three NCC Member Club members to audit the NCC books and report to the Board.
 - 6. Serve as ex officio member of all committees.
 - 7. Supervise official publications of the NCC.
 - 8. Set the date and place of meetings of the Board of Directors.

9. With the approval of the Executive Board, appoint an NCC member to fill the vacancy of a Regional Representative until the next Regional Representative is elected and begins his/her term of office.

10. Sign NCC contracts.

11. Act as liaison between the NCC and Department 56, Inc.

B. The Vice President shall:

1. Upon the request of the President, assist in the performance of the duties of President.

2. In the absence or inability of the President to serve, perform the duties of President.

3. Perform such duties as assigned by the Executive Board.

4. Upon resignation or death of the President, assume the duties of the President for the remainder of the term of office.

C. The Secretary shall:

1. Keep records of all documents, except financial, related to the NCC. This shall include but not be limited to copies of publications, flyers, and the minutes of the meetings of the Board.

2. Have notice issued of all meetings of the Executive Board and Board of Directors.

3. Sign contracts with written approval of the President.

D. The Treasurer shall:

1. Keep and provide records of all money of the NCC.

2. Provide reports of funds to the Board and Member Clubs on at least a quarterly basis.

3. Pay bills incurred by or for the NCC upon presentation of valid bills or receipts, if authorized under the budget.

4. Submit the books to the Auditing Committee.

5. Present an annual budget.

6. Perform such other duties as assigned by the Executive Board.

7. File necessary tax forms.

ARTICLE SEVEN: REGIONAL REPRESENTATIVES

SECTION 1.

The NCC shall be divided into ten (10) Regions.

- A. Each Region shall elect a Regional Representative to the NCC from among all current or former Club Representatives residing in that Region. In the case when there is no current or former Club Representative who is eligible and willing to accept the position, then the position can be filled by any club member in that region. The Regional Representative must be a current member of an NCC member club and at least 18 years old.
- B. Regional Representatives shall hold elections every two years, with even numbered Regions holding elections in even numbered years, and odd numbered Regions holding elections in odd numbered years. Elections shall take place no later than September 30 of the year, and the new Representative shall assume office on January 1.
- C. The electors shall be Club Representatives from that Region. Elections shall be by ballot with each club in a region receiving one vote. Majority vote shall elect. When there is only one candidate the NCC President shall dispense with the ballot and declare the nominee elected.
- D. The Regional Representative shall communicate regularly with all Club Representatives in that Region, be informed of Club activities, assist in keeping Clubs informed of NCC activities, encourage Club Representatives to share information with their Club and the NCC, and help arrange for the NCC presence at events and gatherings in that Region.
- E. If a Regional Representative also holds the position of Club Representative during an NCC election requiring a vote by the NCC member clubs, the Club President will stand in for the Club Representative and represent the club in the voting procedure. If the Club Representative and the Club President are the same person, then the Club Vice-President shall represent the Club for this voting procedure.
- F. When a vacancy occurs, the NCC President shall appoint a Regional Representative from that Region to fill that vacancy until the next scheduled elections. If someone from that region cannot be found, the NCC President may choose any NCC member to fill the vacancy.
- G. If a Regional Representative is elected to become an NCC Officer and the terms of the 2 positions overlap, he/she must resign as Regional Representative as of the start of the NCC Officer term. The NCC President would then appoint a replacement to fill the Regional Representative Vacancy for the remainder of the term per the standard rules stated previously.

SECTION 2.

A. The U.S. geographic boundaries of the Regions shall be:

- Region 1 - Maine, Vermont, Rhode Island, New Hampshire, Massachusetts and Connecticut.
- Region 2 - Pennsylvania, New York, Maryland, Washington D.C., New Jersey and Delaware.
- Region 3 - Tennessee, Kentucky, West Virginia, Virginia and North Carolina.
- Region 4 - Mississippi, Alabama, Florida, Georgia and South Carolina.
- Region 5 - Illinois, Michigan, Indiana and Ohio.
- Region 6 - North Dakota, South Dakota, Minnesota, Iowa and Wisconsin.
- Region 7 - Colorado, Wyoming, Nebraska, Kansas and Missouri.
- Region 8 - New Mexico, Texas, Oklahoma, Arkansas and Louisiana.
- Region 9 - Alaska, Washington, Idaho, Oregon and Montana.
- Region 10 - California, Nevada, Utah, Arizona and Hawaii.

B. The Canadian Provinces shall be matched with/attached to the following Regions:

- Region 1 - Prince Edward Island, Newfoundland, Labrador, Nova Scotia, Quebec and New Brunswick.
- Region 2 - Ontario.
- Region 6 - Manitoba.
- Region 9 - British Columbia, Alberta, and Saskatchewan

C. Online Clubs and Clubs located outside the boundaries of the Continental United States shall be included in the Region geographically closest to that Club.

ARTICLE EIGHT: CLUB REPRESENTATIVES / MEMBER CLUBS

SECTION 1.

- A. Each Club shall select one member to serve as Club Representative to the NCC.
- B. The Club Representative must be a current member of the NCC member club he/she represents and be at least 18 years old.
- C. If a Club Representative serves as a Regional Representative concurrently, he/she will not represent the club in NCC election procedures. Therefore the club vote in NCC elections will be cast by the Club President. If the Club Representative and the Club President are the same person, then the Club Vice President will cast the club vote.

SECTION 2.

- A. The Club Representative shall inform Club Members of NCC activities, inform the Regional Representative of Club activities, and shall keep essential communication lines open in order to link with fellow Clubs through the NCC. Club Representatives shall elect Regional Representatives every two years.
- B. Club Representatives shall support activities at events in their Region where feasible, and encourage/promote Associate membership support for the NCC.

ARTICLE NINE: THE ADVISORY COUNCIL

With the approval of the Board, the President shall appoint an Advisory Council consisting of Standing or Special Committees to serve as needed for the smooth functioning of the NCC.
Members of the Advisory Council shall have no vote.

ARTICLE TEN: FINANCES

SECTION 1.

The fiscal year shall be January I to December 31. The Board shall approve all expenditures and budgetary appropriations.

SECTION 2.

The checking account shall require one signature, either that of the President or the Treasurer, for amounts less than or equal to \$500. Expenditures greater than \$500 require signatures of both officers.

SECTION 3.

All NCC bank accounts shall be audited annually by the Audit Committee, and a report made available to all Member Clubs following the next Board meeting.

SECTION 4.

Club Representatives or Board Members may reasonably request an audit of the NCC's financial records. The request must be in writing to the Board and the audit must be available to all Clubs following the next Board meeting.

SECTION 5.

The President shall sign all contracts or give written approval for the Secretary to sign.

ARTICLE ELEVEN: ELECTIONS

SECTION 1.

Nominations

- A. The President shall appoint a Nominating Committee by May 1 to present a slate of eligible candidates for election to the Executive Board, with elections to be held no later than September 30. A Nominating Committee member is ineligible to run for office. A nominee shall have been a member of a Club for two years before nomination.
- B. A Club, having been notified by May 1, may submit a letter through the Club Representative to the Nominating Committee within thirty (30) days, stating the member's name, the office sought, a brief profile, and the member's qualifications for the office sought. These nominee profiles, and ballots if necessary, shall be sent to the membership 60 days prior to the elections.

SECTION 2.

Election Procedures

- A. The election of officers shall be by ballot, either through U.S. Mail, E-Mail or at the discretion of the Board. A majority vote shall elect. In the event of no majority or plurality vote, there shall be a run-off vote between the tied candidates.
- B. When there is only one candidate, the President shall dispense with the ballot and declare the nominee elected. No individual may vote in more than one capacity.
- C. The voting body shall be the following:
 - 1. The four officers of the Board.
 - 2. One Representative from each Region.
 - 3. One Representative from each Club. If the Club Representative is also serving in the position of Regional Representative the Club President will represent the club for this voting procedure. If the Club Representative and the Club President are the same person, then the Club Vice-President will represent the Club for this voting procedure.

SECTION 3.

Term of Office

- A. The term of office shall be two years, commencing on January I following the election.

- B. No member may serve in the same position for more than two consecutive terms, except when a member has been appointed to fill an unexpired term that is less than one-half of the normal term remaining, in which case the member may stand for election for an additional term to complete what would otherwise be his second consecutive term. (For counting purposes, one day is sufficient to be considered less than one-half of the normal term of office.)
- C. The Board by majority vote may declare the position of any Board Member vacant because of ineffective performance of duty.
- D. A vacancy in a Board position shall be filled by Presidential appointment until the next election with the approval of the Board.

ARTICLE THIRTEEN: ETHICS

SECTION 1.

No individual (or immediate family member, or one perceived to be an immediate family member, or partner) may be nominated or elected or appointed to represent the NCC if that individual may profit from, or advance his or her business through a commercial activity which is in any way related to the Department 56 product line or related activity.

SECTION 2.

An Ethics Committee shall be appointed by the President when necessary to investigate and review complaints against Member Clubs, individual Representatives or Board Members, or others, and report the findings to the Board.

SECTION 3.

Expulsion of any Member Club or individual Representative or Board Member or others, shall be by majority vote of the Board.

ARTICLE FOURTEEN: QUORUMS

A Quorum for the Board is a majority of eligible voters.

ARTICLE FIFTEEN: AMENDMENTS

The Bylaws may be amended at any time by majority vote of the Board, provided that notice of the proposal is submitted in writing thirty (30) days prior to the vote

ARTICLE SIXTEEN: DISSOLUTION

After a dissolution recommendation by the Board which has been approved by a majority vote, the NCC may be dissolved at any time.

In the case of dissolution of the National Council of 56 Clubs, after all legal debts have been paid, any remaining assets/funds shall be donated to a national charitable organization selected by the Board.