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Early American Pattern Glass Society

...a non-profit group of collectors and dealers who share an appreciation and love of pattern glass.

Society Bylaws: Eleven Articles, Revised and Approved April 22, 2006

ARTICLE 1 NONPROFIT PURPOSES

SECTION 1. IRC SECTION 501 (c) (3) PURPOSES

This corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this corporation shall be:

- a) to educate the public concerning the collection, appreciation, study, and documentation of early American pattern glass; its makers, and its place in American life, past and present;
- b) to distribute frequent publications containing current and archival information relating to early American pattern glass;
- c) to contribute to the literature of early American pattern glass by encouraging and assisting members to research and prepare for publication books, articles, folios and other documentation;
- d) to sponsor seminars, forums and presentations open to the public, including the users of internet or other computer networks, where information concerning early American pattern glass will be shared and exchanged;
- e) to create and maintain an Endowment Fund for the purpose of funding grants and other projects encouraging preservation, collection, research, study and documentation of early American pattern glass;
- f) to organize and encourage shows, auctions, sales and other activities related to and consistent with the purposes of the Society.
- g) to foster informal sharing and exchanging of information about pattern glass among collectors, dealers and students of early American pattern glass.

ARTICLE 2 IRC 501 (c) (3) TAX EXEMPTION PROVISION

SECTION 1. LIMITATION ON ACTIVITIES

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except as otherwise provided by Section 501(h) of the Internal Revenue Code, and this corporation shall not participate in, or intervene in, (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding on any provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provision of the laws of this state.

ARTICLE 3 MEMBERSHIP PROVISIONS

SECTION 1. CLASSES OF MEMBERSHIPS

There shall be two categories of memberships, voting and non-voting.

The Society shall have a single class of voting membership. Each membership will have a single vote. No member shall hold more than one voting membership.

The classes of non-voting members of this Society are:

- a) Institutional
- b) Group
- c) Honorary

SECTION 2. QUALIFICATIONS OF MEMBERS

Any natural person may become a voting member by enrollment and payment of applicable annual dues.

The qualifications for non-voting membership are

- a) Institutional – Membership is available to museums, libraries, foundations and other non-profit institutions.
- b) Group – Membership is available to glass-related study or research groups.
- c) Honorary – Membership is by invitation of the Board of Trustees.

SECTION 3. ANNUAL DUES

The amount of annual dues for each class of membership shall be set by a vote of a majority, as delineated in article 5 section 11 of the Bylaws, of the Board of Trustees. Any change in the amount of dues would be effective with the next dues renewal period after any change is approved.

SECTION 4. NON-LIABILITY OF MEMBERS

A member of this Society is not, as such, personally liable for the debts, liabilities, or obligation of the Society.

SECTION 5. NONTRANSFERABILITY OF MEMBERSHIP

No member may transfer a membership or any right arising there from.

SECTION 6. TERMINATION OF MEMBERSHIP

All rights of membership cease upon a member's death, resignation, or failure to renew membership by paying annual dues on or before 30 days after the renewal date.

ARTICLE 4 MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Meetings of members shall be held at such place or places as may be designated from time to time by the Board of Trustees.

SECTION 2. ANNUAL MEETINGS

An annual meeting of members shall be held at least once in each calendar year for the purpose of electing trustees and transacting such other business as may come before the meeting.

SECTION 3. SPECIAL MEETINGS OF MEMBERS

Special meetings of members may be called by the Board of Trustees, or by ten percent (10%) of the voting members of the Society.

SECTION 4. NOTICE OF MEETINGS

Notice of a meeting stating the place, time and purpose of the meeting shall be mailed to voting members at least thirty (30) days prior to the meeting. Such notice shall be deemed delivered when deposited in the United States mail addressed to members at their current address of record, with first class postage prepaid.

A written waiver of notice signed by the member, whether before or after the meeting, shall be equivalent to the giving of such notice.

SECTION 5. QUORUM FOR MEETINGS

A quorum shall consist of fifteen percent (15%) of the voting members of the Society present in person or by proxy.

Proxies shall be in the following or similar form:

PROXY

Date _____ 20 _____

Unless later revoked, I hereby authorize _____

or, if no one is designated above, the President and Secretary of the Early American Pattern Glass Society, or either of them, to cast my vote and otherwise act in my place and stead in regard to all matters coming before the meeting of members of the Early American Pattern Glass Society on _____, 20 _____. Unless instructed otherwise, all votes for election of trustees will be cast for the nominees nominated by the Nominating Committee.

Signature of Member _____ Print Name of Member _____

SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION

Every action taken or decision made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater number.

SECTION 7. VOTING RIGHTS

Each membership is entitled to one vote on each matter submitted to a vote by the members. Election of Trustees shall be by written ballot.

SECTION 8. ACTION BY WRITTEN BALLOT

Unless prohibited by the Articles of Incorporation, these Bylaws, or provisions of law, any action which may be taken at any annual or other meeting of members may be taken without a meeting if the Society distributes a written ballot to each member entitled to vote on the matter. The ballot shall:

- a) describe the proposed action in reasonable details;
- b) indicate the number of responses needed to meet the quorum requirement, and, except for ballots soliciting votes for the election of Trustees, state the percentage of approvals necessary to pass the matter submitted; and
- c) specify the date by which the ballot must be received by the Society in order to be counted. Such date shall afford members a reasonable time within which to return their ballots to the Society.

Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings.

Written ballots for election of Trustees shall list the persons nominated at the time the ballots are mailed or delivered.

SECTION 9. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the President, or in the absence thereof, the Vice President; or in the absence of both of these persons a Chairperson chosen by a majority of the voting members present at the meeting. Meetings shall be conducted according to Robert's Rules of Order.

ARTICLE 5 TRUSTEES

SECTION 1. NUMBER

The corporation shall have twelve Trustees, collectively known as the Board of Trustees, selected in such manner that each of the four time-zone areas of the United States, Eastern, Central, Mountain and Pacific, shall be represented by at least one Trustee.

SECTION 2. QUALIFICATION

A Trustee shall be of the age of majority, and shall be a member of the Society at the time of election and during term of office.

SECTION 3. TERM OF OFFICE

A Trustee's term of office shall be three years, with four Trustees being elected each year to ensure there are 12 Trustees for the coming term of office. A Trustee may not be elected to more than two consecutive three-year terms; however, after expiration of three years from the end of any three-year term such Trustee is eligible for election to another three-year term.

SECTION 4. POWERS

The activities and affairs of the Society shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Trustees.

SECTION 5. DUTIES

It shall be the duty of the Trustees to:

- a) provide leadership, inspiration and vision to help accomplish the purposes of the Society;
- b) meet at such times and places and or confer in such manner as required by the activities of the Society and these Bylaws:
- c) appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees.
- d) supervise all officers, agents and employees to assure that their duties are performed properly;
- e) perform any and all duties imposed on them collectively or individually by the Articles of Incorporation and these Bylaws.

SECTION 6. COMPENSATION

Trustees shall serve without compensation.

SECTION 7. MEETINGS

Regular meetings shall be held at such places and at such times as may be designated from time to time by the Board of Trustees, except the board shall meet at least once each year in conjunction with the Annual Meeting of the Society.

Special meetings may be called by the President or by any three Trustees, and shall be held at the place designated by the person or persons calling the meeting.

SECTION 8. ACTIONS WITHOUT A MEETING

- a) Teleconferences. Any action which may be taken at a meeting of the board may be taken by means of telephone conference calls, provided, however, that notice of such intention is given in advance to all Trustees entitled to notice of a meeting. A quorum must participate, and all actions taken by teleconference shall be reflected in the minutes of the board.
- b) By a writing, including an e-mail. Any action which may be taken at a meeting of the board may be taken without a meeting or teleconference by a writing signed by all Trustees entitled to notice of a meeting.

SECTION 9. NOTICE OF MEETINGS AND TELECONFERENCES

Notices may be given orally, in writing, by mail, by telephone, by fax, or e-mail and shall be given in advance as follows:

- a) Regular meetings and teleconferences – Seven (7) days;
- b) Special meetings – Fourteen (14) days, except if the person or persons calling the meeting state that an emergency exists, only notice reasonable under the circumstances need be given.

If mailed, such notice shall be deemed delivered when deposited in the United States mail addressed to Trustees at their current address of record, with first class postage prepaid. In a case of fax notification, or if message is left on a telephone answering system, or if e-mailed, the Trustee to be notified shall acknowledge personal receipt of the notice by return message within 24 hours of the first transmission.

A written waiver of notice signed by the Trustee, whether before or after the meeting, shall be equivalent to the giving of such notice.

SECTION 10. QUORUM FOR MEETINGS AND TELECONFERENCES

A quorum shall consist of a majority of the authorized number of Trustees, except a majority of the Trustees in office constitutes a quorum for filling a vacancy on the board.

SECTION 11. MAJORITY ACTION AS BOARD ACTION

Every action or decision done or made by a majority of the Trustees present at a meeting at which a quorum is present is the act of the Board of Trustees unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval.

SECTION 12. VACANCIES

Vacancies of the Board of Trustees shall exist whenever a Trustee is unable or unwilling to serve or resigns. The Board of Trustees may fill a vacancy on the board by appointing a voting member in good standing of the Society to serve the unexpired term.

In addition to all other causes, a Trustee shall be automatically deemed unable or unwilling to serve if such Trustee has not participated in three consecutive deliberations, whether meetings, teleconferences, or combination thereof, of which notice has been duly given to such Trustee.

SECTION 13. NON-LIABILITY OF TRUSTEES

The Trustees shall not be personally liable for the debts, liabilities or other obligations of the Society.

ARTICLE 6 OFFICERS

SECTION 1. DESIGNATION

The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, and such other officers with such titles as may be determined from time to time by the Board of Trustees.

SECTION 2. ELECTION AND TERM OF OFFICE

Following each annual meeting, officers shall be elected by the Board of Trustees from among its members to serve until the next annual meeting, or until such officer might become unable or unwilling to serve, or resigns, whichever occurs first. Officers are eligible for reelection, but must be members of the board during their term of office.

SECTION 3. VACANCIES

A vacancy in any office may be filled by the Board of Trustees.

SECTION 4. DUTIES OF THE PRESIDENT

The President shall be the chief executive officer of the Society and shall, subject to the control of the Board of Trustees, supervise and control the affairs of the Society and the activities of the officers, and shall perform all duties incident to the office. The President shall preside at meetings of the Board of Trustees and at meetings of members.

SECTION 5. DUTIES OF THE VICE PRESIDENT

The Vice President shall have such duties as may be assigned by the Board of Trustees or by these Bylaws; and in event of the absence, inability or refusal of the President to carry out the duties of the office, the Vice President shall perform all the duties and have all the powers of the President.

SECTION 6. DUTIES OF SECRETARY

The Secretary shall be the custodian of the books and records of the corporation and as such shall keep the history of the Society; and shall also perform all duties incident to the office of Secretary, and such other duties as may be prescribed by the Board of Trustees or by these Bylaws.

SECTION 7. DUTIES OF TREASURER

The Treasurer shall have charge and custody of, and be responsible for, all funds of the Society; keep records of all receipts and disbursements; prepare financial statements; and shall also perform all duties incident to the office of Treasurer, and such other duties as may be prescribed by the Board of Trustees or by these Bylaws.

The Treasurer shall not reimburse any expenditure exceeding \$300 without prior authorization of the Executive Committee. The financial records of the Society shall be audited annually by an auditor approved by the Board of Trustees.

SECTION 8. COMPENSATION

The compensation of officers, if any, shall be fixed by resolution of the Board of Trustees, and in all cases shall be reasonable and paid in return for services actually rendered to or for the corporation.

ARTICLE 7 COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The President, Vice President, Secretary, and Treasurer shall constitute the Executive Committee of the Board of Trustees; and shall exercise the powers and authority of the board in the management of the activities and affairs of the Society between meetings of the board. The President shall be the chairperson of the Executive Committee, which may take actions for the Board without a meeting, as provided in Article 5, Section 8. The committee shall keep minutes of its meetings and proceedings and report them to the Board from time to time as the Board may require.

The Board may at any time revoke or modify the Executive Committee's authority.

SECTION 2. OTHER COMMITTEES

Each year a Nominating Committee consisting of not less than five members in good standing shall be appointed by the President to select nominees for the office of Trustee. All such nominees shall provide written consent to nomination prior to being placed on the ballot.

The Society may have such other committees as may from time to time be designated by the Board of Trustees. Any member of the Society may be appointed to serve on one or more of these committees, which shall act in an advisory capacity to the board.

ARTICLE 8 ENDOWMENT FUND

SECTION 1. AUTHORITY AND PURPOSE

The Board of Trustees shall create and maintain an Endowment Fund account within the accounts of the Society, with an accounting separate and distinct from all other accounts of the corporation. The purpose of the Endowment Fund is to fund such gifts, grants, scholarly research or other projects relating to the purposes of the Society as the Board of Trustees may approve from time to time.

SECTION 2. MAINTANANCE AND DISBURSEMENTS

The Board of Trustees shall designate a portion of each member's annual dues each year to be set aside for and deposited in the Endowment Fund account. Such funds shall be disbursed only upon resolution of the Board of Trustees to be used for fund purposes.

ARTICLE 9 GIFTS

The Board of Trustees may accept on behalf of the Society any contribution, gift, bequest, or devise for the Endowment Fund or for any other fund or nonprofit purpose of this corporation.

ARTICLE 10 AMENDMENT OF BYLAWS

Any provisions of these Bylaws may be altered, amended, or repealed and new Bylaws adopted by affirmative vote of a majority of the voting members voting by written ballot, or at a meeting held for that purpose, provided a quorum is present.

ARTICLE 11 OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the Society is located at 60 Delaware Crossing East, Delaware, Ohio, 43015.

SECTION 2. OTHER OFFICES

The Society may also have offices at such other places, within or without its state of incorporation, as its activities may require, and as the Board of Trustees from time to time may designate.