

FOSTORIA GLASS SOCIETY OF AMERICA, INC.
REVISED BYLAWS
October 2011

ARTICLE I – NAME

The name of this corporation shall be the Fostoria Glass Society of America, Inc. (“the Society”), incorporated in 1981 under the West Virginia Nonprofit Corporation Act.

ARTICLE II – OBJECTIVES

The objectives of the Society are to acquire and disseminate detailed knowledge concerning Fostoria glass; to preserve domestic handmade glass and to promote the continuing operation and heritage of American handmade glass companies; to instruct, discuss, research and promote the preservation and collecting of Fostoria glass; to develop and enlarge the Society’s collection of glass, which is to include rarities or outstanding examples of Fostoria glass which shall be displayed at the Society’s museum; to provide a center for research and study of Fostoria glass; and to carry on such other lawful activities intended to support the objectives named herein; and to have and exercise all rights, powers, and privileges which are now or may hereafter be conferred by the laws of West Virginia upon nonprofit corporations and are in accordance with the laws of the United States and the Internal Revenue Code.

ARTICLE III – OFFICE

The Society shall maintain its principal office and Museum in Moundsville, West Virginia, and have such other offices as the Board of Directors may determine.

ARTICLE IV – MEMBERSHIP

Section 1. Voting Members

Voting members shall include those persons, age 12 and older, who support the objectives of the Society and contribute to its financial support by payment of annual dues. Voting members shall have the right of full participation in the affairs of the Society, including the right to vote, to hold elective office, attend functions and events, be appointed to office, to serve on committees, receive Society mailings, and enjoy the rights, privileges and obligations of membership.

Section 2. Honorary Members

Persons who have distinguished themselves in an unusual and praiseworthy manner in promoting the objectives of the Society may be elected to honorary membership in the Society by a two-thirds (2/3) majority of the Board of Directors. Honorary members shall have the rights, privileges and obligations of membership except they shall not be required to pay dues.

Section 3. Founding and Charter Members

Those persons who were in attendance at the organizational meeting of the Society held June 24-25, 1980 in Moundsville, West Virginia shall be known as Founding Members. Those persons who joined the Society between June 26, 1980 and December 31, 1980 shall be known as Charter Members.

Section 4. Dues

(A) Dues – Annual membership dues shall be determined by the Board of Directors.

(B) Delinquent Dues – Member dues are for a twelve-month period from July 1 to the following June 30. The Corresponding Secretary shall notify members who are two months in arrears, and those members who have not paid their dues within the next month shall be deemed to have resigned from membership and their benefits of membership ended without further notice.

Section 5. Termination of Membership

(A) Resignation – A member may resign in person or in writing by delivery to the President or any member of the Board of Directors. Resignation shall be effective upon delivery but shall not relieve the resigning member of any obligations to the Society incurred before resignation.

(B) Misconduct or Other Due Cause – Any member, who by personal or business conduct deemed detrimental to the Society, or for other due cause, may be expelled from membership by a two-thirds (2/3) vote of the Board of Directors in attendance at a meeting at which a quorum is present, provided the directors and the member shall have been given not less than thirty (30) days' written or electronic notice of the charges and the date, time and place of a hearing to consider the charges and for the member to present any information in person or in writing in response to the charges. Such hearings shall be conducted in executive session by the Board of Directors.

ARTICLE V – MEETINGS

Section 1. Annual and Other Membership Meetings

(A) The Society shall hold an annual meeting of the membership in June of each year in Moundsville, West Virginia, or such other location as the Board of Directors may determine, for the installation of elected officers and directors, the presentation of annual reports, and the transaction of such other business as may be determined by the Board of Directors.

(B) Special meetings of the membership may be called by the President, or by a majority of the Board of Directors or by twenty (20) percent of the voting members of the Society, upon written notice including electronic notice.

Section 2. Notice of Meetings

Notice of the Annual meeting and other membership meetings, providing the date, time and place of the meeting, shall be made in the Society's newsletter, *Facets*, and by other written or electronic notice, not less than thirty or more than sixty days prior to the meeting.

Section 3. Quorum

Ten (10) percent of the voting members in good standing, present at an annual or special meeting, shall constitute a quorum.

Section 2. Powers

The Board of Directors shall be the governing body of the Society and empowered to make decisions, take actions, establish policies, approve an annual budget and changes thereto, provide oversight to all committees, and otherwise direct the activities of the Society, in accordance with the West Virginia Nonprofit Corporation Act, federal and West Virginia laws, the Internal Revenue Code, and the Society's Articles of Incorporation and these bylaws.

Section 3. Meetings

(A) Regular meetings of the Board of Directors shall be held not less than quarterly, upon call of the President. The Board may meet by teleconference.

(B) Special meetings of the Board of Directors shall be held upon call of the President or three or more directors to address urgent matters in a timely fashion.

(C) Notice of Regular and Special meetings shall be given by the Corresponding Secretary in writing or by electronic notice fifteen (15) or more days in advance of the meeting, providing date, time and location of the meeting, and for Special meetings the purpose of the meeting.

(D) A quorum shall consist of a majority of the directors.

(E) Proxy voting is not permitted at Board of Directors meetings.

Section 4. Open Meetings

Board of Directors and all committee meetings shall be open to the voting members except the Board of Directors may go into executive session upon call of the President or not less than three directors to address confidential or sensitive matters.

Section 5. Finances

The Board of Directors shall be responsible for oversight of the finances of the Society, including its budget and changes thereto, member dues, selection of depository(ies) for funds, financial policies, audits of finances and presentation of finances to the membership.

Section 6. Manner of Acting

The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be an act of the Board of Directors.

Section 7. Resignations

A director may resign by giving notice in person or in writing to the President or Secretary. Resignations shall be effective upon delivery. A director who fails to attend at least fifty (50) percent of Board meetings without cause shall be deemed to have resigned his/her position as director.

Section 8. Vacancy

A vacancy in the position of director due to resignation, health, death or other cause including inability or unwillingness to serve shall be filled for the remainder of the director's unexpired term by nomination of the President and approval of the Board of Directors at its next meeting.

Section 9. Compensation

Members of the Board shall serve without compensation for their service as director.

ARTICLE VII – OFFICERS

Section 1. Elected and Appointed Officers

The elected officers shall be five in number, including the President, Vice President, Secretary, Corresponding Secretary and Treasurer. Officers shall be elected for two-year terms of office, and until their successors are elected and qualified. The Board of Directors may appoint such other officers as deemed necessary from time to time.

Section 2. President

The President shall serve as the chief elected officer of the Society; preside at meetings of the Board of Directors and membership; appoint all committees with board approval; serve ex-officio as a member of all committees; and shall perform such other duties as usually pertain to the office of President.

Section 3. Vice President

The Vice President shall work under and in cooperation with the President, and preside at meetings of the Board of Directors or membership if the President is absent or otherwise unavailable to preside. In the event the office of President is vacant temporarily or for the remainder of the term, the Vice President shall assume the duties of the President until the President is able to do so or for the remainder of the unexpired term if need be.

Section 4. Secretary

The Secretary shall be responsible for maintaining the official records of the Society including minutes of all board and annual membership meetings, make required reports and perform such other secretarial duties as customarily pertain to the office of Secretary or assigned by the Board of Directors.

Section 5. Corresponding Secretary

The Corresponding Secretary shall be responsible for all corporate correspondence, member correspondence and other duties assigned by the Board of Directors.

Section 6. Treasurer

The Treasurer shall be responsible for custody of the funds and accounts of the Society, accounting for them at meetings of the membership and as required by the Board of Directors. The Treasurer shall be responsible for collection of dues and other revenues of the Society, depositing them in the depository(ies) selected by the Board of Directors, disbursement of funds for Society expenses, and for other duties assigned by the Board of Directors.

Section 7. Officer Records

All officer records are the property of the Society. Upon resignation, removal, or term expiration, each officer shall turn over to his/her successor or to the President all records, books, funds, accounts and other corporate property in the possession of the officer.

Section 8. Resignations

An officer may resign by giving notice in person or in writing to the President or Secretary. Resignations shall be effective upon delivery.

Section 9. Vacancy

A vacancy in an officer position other than President due to resignation, death, other health matters, or other cause including inability or unwillingness to serve shall be filled for the remainder of the officer's unexpired term by nomination of the President and approval of the Board of Directors at its next meeting. A vacancy in the office of President shall be filled by the Vice President for the remainder of the unexpired term. The Board of Directors shall fill the position of Vice President for the remainder of the unexpired term.

Section 10. Compensation

Officers shall not receive compensation for performing the duties of their offices.

ARTICLE VIII – ELECTIONS

Section 1. Election Cycle

The appropriate number of directors and officers shall be nominated and elected annually by mail vote conducted before the annual meeting of the membership and take office at the conclusion of the annual membership meeting. Directors at large are elected for staggered terms of four years. Officers are elected to serve terms of two years. Chapter directors are elected in accordance with chapter procedures. Directors and officers may be elected to successive terms.

Section 2. Nominating Committee

The President shall recommend and the Board of Directors shall approve a Nominating Committee of not less than three members. The President shall not serve on the Nominating Committee. The Nominating Committee shall develop a slate of at least one candidate for each director at large and officer term expiring at the next annual membership meeting. The consent of the nominee to serve and meet the requirements of service of the director or officer position shall be obtained before the candidate is nominated. The Nominating Committee shall notify the Board of the nominees and then notify the membership in writing by publication in *The Facets* of the Nominating Committee's slate of candidates.

Section 3. Additional Nominees

After the Nominating Committee's slate of candidates has been published to the membership, additional candidates may be nominated by the members during the thirty days (30) following publication of the slate. Any such nominees shall consent to serve and fulfill the obligations of the position to which they have consented to be nominated.

Section 4. Election

The Nominating Committee shall compile ballots containing the names, resumes and offices to which candidates have been nominated, and a candidate profile sheet prepared by each nominee for delivery to the voting members in good standing through *The Facets* newsletter. The members shall have 30 days to vote and return their printed ballots to the Museum/Society office not less than 1 day before the annual meeting, to be tallied and reported to the President and chairperson of the Nominating Committee in advance of the annual membership meeting. The nominee(s) for each position who receives the most votes shall be elected and take office at the close of the annual membership meeting.

Section 5. Chapter Directors

Each chapter (up to a maximum of ten chapters) shall elect a member in good standing to serve as the chapter's representative on the Board of Directors for a term. Chapter directors may be elected to successive terms. The election shall be conducted by the chapter in advance of the annual membership meeting, and results of the chapter elections shall be reported to the Secretary and the chairperson of the Nominating Committee. Chapter directors shall assume office at the close of the annual membership meeting.

ARTICLE IX – MUSEUM TRUSTEES COMMITTEE

Section 1. Membership

The Museum Trustees Committee shall consist of not more than nine (9) members, three (3) of whom shall also be FGSA board directors and six (6) of whom are voting members of FGSA. Among the trustees shall be the chairpersons of the four standing subcommittees (1) Curator/Maintenance (2) Glass Collection/Research, (3) Artifact/Ephemera Collections, and (4) Public Relations. Other subcommittees may be activated as needed. Trustees may serve in more than one capacity. The chairperson shall be chosen from among the Trustees. All the Museum Trustees Committee members shall be recommended by the President and approved by the Board of Directors.

Section 2. Powers

The Museum Trustees Committee shall be the governing body of the Fostoria Glass Society Museum (Museum), reporting quarterly to the Board of Directors. The Trustees shall prepare and regularly update a written governing policy detailing operations, functions, resources, needs and budgetary options for the Museum, and offer recommendations to the Board of Directors. These operating policies shall be reviewed quarterly with all changes to the policies requiring the approval of the Board of Directors. The Trustees shall develop a written budget proposal for the Board of Directors consideration as part of the Society's overall budget process. The Museum Trustees Committee shall be empowered to take such actions, as necessary, to maintain the day-to-day functionality of the museum consistent with its operating policies. Subject to Board of Directors approval, the Museum Trustees Committee may recommend the hiring of such staff as are needed for the operations of the Museum. Museum Trustees Committee and subcommittee members shall serve without compensation, with the exception of paid museum employees.

Section 3. Subcommittees

The Museum Trustees Committee will address the need for assistance with museum functions through its subcommittees. Other subcommittees may be activated as needed. The purposes and activities of each subcommittee shall be determined by the Museum Trustees Committee with approval of the Board of Directors.

(A.) Curator/Maintenance – The Curator functions as the Museum's director overseeing its general functioning, daily routine, special events and overall wellbeing. Part of his/her duty shall be to oversee all aspects of the maintenance of the museum property. This subcommittee would assist the curator in any aspect of carrying out these functions as needed.

(B.) Glass Collection/Research - The purpose of this subcommittee is to assist its chairman in all aspects of maintaining and researching the glass collection, including but not limited to acquisition of new items of rare or significant value to the growth of the Museum's collection, and seeing that collection properly identified, catalogued and displayed for optimum effectiveness in the museum.

(C.) Artifacts/Ephemera Collections – The purpose of this subcommittee is to assist its chairman in all aspects of maintaining and researching the artifacts and ephemera collections, including but not limited to maintenance and preservation activities for the existing collections, acquisitions when available, and correct identification, cataloging and display of those collections for optimum effectiveness in the Museum.

(D.) Public Relations – The public relations subcommittee is to assist its chairman in any aspect of interface with the public that furthers the financial, 501(c)3 educational, glass heritage, or good will purposes of the FGSA Museum, and helps to ensure its continued viability and success.

ARTICLE X – COMMITTEES

Section 1. Appointment

The President shall recommend and the Board of Directors shall approve standing and special committees from time to time to carry out such activities and functions as the Board of Directors may deem appropriate. The standing committees, in addition to the Museum Trustee Committee outlined in Article IX, shall include *Facets*, membership, fundraising, convention management, show management, auction management, endowment, finance, and such other functions as the Board determines from time to time. Unless extended by the Board of Directors, a committee's tenure shall expire in accordance with the Board's appointment, or at the conclusion of the next succeeding annual membership meeting.

Section 2. Powers

Committees shall each prepare and regularly update a governing policy detailing operations, functions, resources, needs and budgetary options for their function, and offer recommendations to the Board of Directors. These operating policies shall be approved by the Board of Directors and reviewed annually with all changes to the policies requiring the approval of the Board of Directors. Committee members shall serve without compensation with the exception of paid Museum employees.

Section 3. Authority and Budget

The committees shall have such authority as the Board may determine. Committee budgets shall be subject to the Society's budget process and require the approval of the Board of Directors.

ARTICLE XI– CHAPTERS

Section 1. Application and Approval

Members in good standing may make written application for Chapter status. The application shall be reviewed by a Chapters Committee and a recommendation made to the Board of Directors. The application shall include a geographic area, an initial membership list, a designated Chapter representative, and such other information as the Board of Directors may require. Chapters shall be subject to approval by majority vote of the Board of Directors. Chapters shall comply with Society bylaws as a condition of continuing good standing. A Chapter shall not have express or implied authority to represent or bind the Society without the express written authority of the Society.

Section 2. Board of Directors Representation

Each chapter (to a maximum of ten) shall be represented on the Board of Directors. Chapters shall elect a representative director as provided in Article VIII, Section 5.

Section 3. Termination of Chapter Status

Chapters may be discontinued for failing to conduct ongoing activities, or noncompliance with the Articles of Incorporation or these bylaws, and other causes determined by the Board of Directors.

ARTICLE XII – FISCAL YEAR.

The fiscal year of the Society is July 1 to June 30 of the next year.

ARTICLE XIII – PARLIAMENTARY AUTHORITY

The Society's meetings shall be conducted in accordance with Robert's Rules, most current edition, so long as they are not inconsistent with the Society's Articles of Incorporation and these bylaws.

ARTICLE XIV – INDEMNIFICATION AND INSURANCE

The Society shall indemnify and hold harmless each officer, director and committee member acting upon behalf of the Society and acting in good faith. The Society may obtain liability insurance on behalf of the Society, its officers, director, committee members and agents.

ARTICLE XV – AMENDMENTS

Bylaws amendments may be proposed to the Board of Directors by any voting member, officer or director not less than thirty days before the next scheduled Board of Directors meeting. The written text of the draft amendment, and explanation of it, shall be included in the Board meeting notice as an agenda item. The Board of Directors may approve the amendment as drafted, reject the amendment, or modify the amendment, and thereafter submit the amendment as approved by the Board of Directors to the membership for review and approval by mail ballot or at the next membership meeting, provided notice of the amendment is given in the notice of the meeting. Amendments shall be approved by a majority vote of the ballots received within the period of time established by the Board but not less than thirty (30) days or by a majority vote at a membership meeting.

ARTICLE XVI – NONPROFIT, EXEMPTION AND DISSOLUTION ISSUES

Section 1. Nonprofit and Tax-Exempt Status

The Society is a nonprofit corporation as provided in Article I, and is exempt from federal taxation in accordance with the provisions of Section 501(c)(3) of the Internal Revenue Code and amendments thereto. The Society shall not carry on activities not permitted by the West Virginia Nonprofit Corporation Act, Section 501(c)(3) of the Internal Revenue Code and amendments thereto, or by an organization to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code, or not permitted by the Society's Articles of Incorporation or these bylaws.

Section 2. Inurement

No part of the Society's earnings or assets shall inure to the benefit of or be distributed to members, officers, directors or agents of the Society or other private persons.

Section 3. Dissolution

Upon dissolution of the Society for any reason including the membership can no longer support the Society's operations financially, including but not limited to the Museum, or maintain necessary insurance on the Society's assets or protect against liability of the Society, its officers, directors, committees and agents, or the membership cannot produce a sufficient voting membership to fill a slate of nominees for the open positions on the Board of Directors and officers at the annual election, and in order to preserve the documentation and artifacts of the Society for posterity, and while there is a sufficient number of directors for quorum purposes, the Board of Directors shall present a ballot to the voting members to opt to contribute the necessary funds to continue operations and volunteer to serve office or alternatively to dissolve the Society in accordance with the provisions of the West Virginia Nonprofit Corporation Act. In the event dissolution is selected, or the Society is unable to fund its operations or elect sufficient officers and directors to manage the affairs of the Society, the Society shall cease operations and make provision to pay creditors. The Society board shall select a nonprofit entity exempt under Section 501(c)(3) of the Internal Revenue Code with similar interests in the study, preservation and display of American glassware to transfer all assets, artifacts and monies of the Society. If the Board is unable to find a suitable nonprofit organization, the State of West Virginia Department of Culture and History is an alternate organization for the Society board to consider, with the stipulation that the assets shall be used only for the display, study and preservation of Fostoria Glass.