The National American Glass Club

BY-LAWS - 1996 EDITION AMENDED October 17,2008

Article I - Name and Status

Section 1. Name. The name of this organization shall be The National American Glass Club, herein after referred to as The NAGC.
Section 2. Status. The NAGC is a voluntary non-profit organization governed by the law of the State of Rhode Island and is qualified for exemption from tax under Section 501 (c)(3) of the United States Internal Revenue Code.

Article II - Mission

The object of The NAGC shall be to promote the study and appreciation of all types of glass.

Article III - Membership

Section 1. Those interested in the study and appreciation of glass may become members of The NAGC.
Section 2. Each application for membership shall be processed promptly.
Section 3. Institutional Members: Any qualified institution, museum, gallery or other similar organization may become an Institutional Member.
Section 4. Courtesy Members: Persons, institutions, and/or any organization exchanging services with this organization may be elected to Courtesy Membership by vote of the Board of Directors.
Section 5. Honorary Members: Those persons who have contributed outstanding services to The NAGC, or to the general field of the study of glass, may be elected as Honorary Members by vote of the Board of Directors.
Section 6. Institutional, Courtesy, and Honorary Members shall be non-voting members.

Article IV - Dues

Section 1. The Board of Directors shall determine the dues to be paid by each classification of membership and the rules governing same.
Section 2. Members whose dues remain unpaid 120 days after the beginning of any membership year shall be considered as having voluntarily withdrawn from membership.

Article V - Officers and Directors

Section 1. The Officers of The NAGC shall be a President, a First Vice-President, a Second Vice-President, a Secretary, and a Treasurer.
Section 2. The Officers of The NAGC with nine (9) Directors and the immediate past president shall constitute a Board of Directors and shall serve until their successors have been elected and qualified. The immediate past president shall serve as a member of the Board for a period of two years.
Section 3. Three (3) Directors shall be elected annually to serve for a term of three (3) years.
Section 4. All Officers shall be elected for a term of two (2) years.
Section 5. There shall be an Executive Committee consisting of: President, First Vice-President, Second Vice-President, Secretary, Treasurer, and one(1) Director elected annually by the Board of Directors.
Section 6. The Executive Committee shall act in the place and stead of the Board of Directors when the Board is not in session.

Article VI - Duties of Officers and Directors

Section 1. The President shall be the executive officer of The NAGC and shall preside at all meetings of The NAGC, the Board of Directors and the Executive Committee, and shall appoint the Chair of each Standing Committee. The President shall be a member, ex-officio, of all Committees except the Nominating Committee. The Standing Committees shall consist of Chapter Liaison, Education, Finance, Membership, Nominating, Public Relations/Information, and Strategic Planning.
Section 2. The First Vice-President and the Second Vice-President, in said order, shall perform the duties of the President in his or her absence, and such other duties as may be assigned by the President or the Board of Directors.
Section 3. The Secretary shall keep a record of the proceedings of The NAGC, the Board of Directors and the Executive Committee meetings and issue notices of meetings. The annual reports of all Chairpersons shall be filed with the Secretary. The Secretary shall be responsible for transmitting all records and correspondence of the NAGC to our custodian, Rakow Library, Corning Museum of Glass.
Section 4. The Treasurer shall be the chief financial officer of The NAGC and shall be authorized and empowered to perform all acts necessary to conduct the financial business of The NAGC, subject to such restrictions as the Board of Directors may impose. The Treasurer shall present an audited annual report and such interim reports as The Board of Directors and/or the Executive may require.
Section 5. It shall be the duty of the Board of Directors to transact the business of The NAGC, fill vacancies, appoint an auditor, and decide all matters not otherwise provided for in these By-laws.

Section 6. The Board of Directors shall meet at least once annually at the request of the President, or five (5) members of the Board of Directors. The Executive Committee shall meet at the request of the President, or three (3) members of the Executive Committee.
Section 7. A Director must be willing to chair a Standing Committee.
Section 8. The Membership Committee shall be the custodian of the names and addresses of the members of the NAGC.

Article VII - Vacancies of Officers and Directors

Section 1. Any vacancy occurring by reason of death, incapacity or resignation of Officers or Directors may be filled by vote of the remaining Directors, or if deemed appropriate by the Board, a special election may be held.
Section 2. An Officer or Director elected or appointed, as the case may be, to fill a vacancy shall be elected or appointed for the unexpired term of the Officer's or Director's predecessor in office.

Article VIII- Removal of Officers

Section 1. Any Director or Officer may be removed by the membership at their discretion. The Board of Directors shall determine the procedure to be followed.

Article IX - Meetings

Section 1. The Annual Meeting of The NAGC shall be held at such time and place within or without the State of Rhode Island, as the Board of Directors shall determine, but such meeting shall be held within forty-five (45) days after the end of its fiscal year.
Section 2. Newly elected Officers and Directors shall be announced at the Annual Meeting of The NAGC.
Section 3. Special Meetings of the The NAGC may be called by the President, or by a majority of the Board of Directors or at the written request of not less than twenty-five percent (25%) of the membership of The NAGC. Such Special Meetings shall be held for the sole purpose of the written request.
Section 4. Votes of the membership at the Annual Meeting or at Special Meetings shall be cast by those members who are present and voting and by those members who, although not present, shall have received and returned ballots and/or proxies which shall have been prepared and circulated in such uniform manner as the Board of Directors shall have determined.

Article X - Nominations and Elections

Section 1. There shall be a Nominating Committee of five (5) members. The Chair shall be appointed by the President, two (2) members by the Board of Directors, and two (2) members by vote of the membership of The NAGC at the Annual Meeting.
Section 2. The Nominating Committee shall present a list of nominees for the positions of Officers and Directors not less than sixty (60) days before the Annual Meeting.
Section 3. The election shall be by ballot. Ballots shall be mailed, together with information on all nominees and any other matters to be voted upon, not later than forty-five (45) days before the Annual Meeting, to all voting members of The NAGC, each of whom shall have one (1) vote.
Section 4. The term of office of each Officer and Director shall begin at the close of the Annual Meeting at which he or she is elected. The term of office of each Officer and Director shall terminate at the close of the Annual Meeting at which a successor in office is elected.
Section 5. No Officer or Director shall be elected for more than one successive term.
Section 6. The Nominating Committee shall serve a term of two (2) years to coincide with the term of the President.

Article XI - Chapters

Section 1. The NAGC shall encourage and promote the formation and operation of groups of members of The NAGC which may, upon acceptance and authorization by the Board of Directors, become affiliated with the The NAGC as Chapters.
Section 2. All Chapter members must be members of The NAGC.
Section 3. All real and personal property held by or for the benefit of any Chapter of The NAGC is held in trust for the Chapter of The NAGC and for The NAGC. The existence of this trust, however shall in no way limit the power and authority of the said Chapter otherwise existing over such property so long as the particular Chapter remains a part of and subject to The NAGC, its constitution and by-laws. In the event such Chapter ceases to exist as such, by dissolution or otherwise, then such property shall be held in trust for a period of twelve (12) months thereafter by The NAGC for the use and benefit of any other Chapter which may be created in its place and stead as a Chapter of The NAGC, and The NAGC shall thereupon turn over such property to such Chapter under the same terms and conditions. The NAGC, subject to its constitution and by-laws, is given discretionary powers in the recognition of any such new Chapter. In the event no such new Chapter is founded within said twelve (12) month period, then the title to said property shall be vested in The NAGC. The requirements of this entire Section 3 are to remain in force only as long as The National American Glass Club remains as an exempt organization within the meaning of the Internal Revenue Service Code.

NAGC, By-laws

Article XII - Quorum

Section 1. Fifty (50) members, either present or represented by ballot, shall constitute a quorum at any meeting of The NAGC.
Section 2. Seven (7) members shall constitute a quorum of the Board of Directors.
Section 3. Four (4) members shall constitute a quorum of the Executive Committee.

Article XIII - Amendments

Section 1. The By-laws may be amended by the Board of Directors. The Secretary shall notify the membership of any such amendment. The membership may rescind the action of the Board at the next ensuing Annual Meeting of the members held at least thirty (30) days after receiving notice of such amendment.

Article XIV - Parliamentary Authority

Section 1. Robert's Rules of Order (Revised) shall be the final authority on all questions of procedure and parliamentary law not covered by these By-Laws.

Article XV - Use of Funds and Property

Section 1. All funds and property of any kind which shall be received or held by The NAGC shall be expended or used only for such educational or charitable purposes as shall be deemed by its members to further the object of The NAGC as set forth in Article II of these By-Laws, provided, however, that no part thereof nor any earnings thereon shall inure to the benefit of any private individual, nor shall any substantial part of the activities of The AGC consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall The NAGC attempt to participate or intervene in any political campaign. There shall be no discrimination against any person on the basis of race, creed, color or sex.

October, 17,2008