

HEISEY COLLECTORS OF AMERICA, INC.

Founded October 15, 1971



CONSTITUTION AND BYLAWS

Adopted December 31, 1971

Revised March, 1973
Revised December, 1973
Revised June, 1976
Revised September, 1977
Revised June, 1981
Revised June, 1982
Revised March, 1983
Revised December, 1983
Revised September, 1986
Revised March, 1995
Revised June, 1997
Revised June, 1999
Revised, June 2005
Revised June, 2010
Revised June 2011

CONSTITUTION

ARTICLE I

Name

Section 1 The name of this organization shall be the Heisey Collectors of America, Inc., operating as a non-profit organization under charter granted by the State of Ohio.

ARTICLE II

Objectives

Section 1 The members of this organization shall meet together regularly, for the purpose of acquiring a broader knowledge of glassware manufactured by the A.H. Heisey Glass Company of Newark, Ohio (1896-1957) and through instructions, discussion and study, actively promote the preservation and collection of Heisey Glass, and associated items. (approved 9/6/86)

Section 2 The primary objective of this organization is to establish and maintain a permanent museum in Newark, Ohio (Licking County) for display and study of Heisey Glass. The organization will operate on a non-profit basis and all monies realized will be applied to this end.

Section 3 Study Groups

Heisey Collectors of America Inc. shall promote the establishment of regional study groups (also known as charter clubs) for the purpose of encouraging growth, awareness of Heisey glass and Heisey Collectors of America, Inc., and the furtherance of the goals of Heisey Collectors of America, Inc. (approved 3/11/95)

ARTICLE III

Membership

Section 1 There shall be three kinds of membership, namely:

Voting
Associate
Honorary

Section 2 Voting Membership

Any adult, age 18 or over, upon payment of the prescribed initiation fee and yearly dues, is eligible to become a voting member of this organization. Other qualifications shall be as stated in the Bylaws.

A study group (charter club) that fulfills requirements as set forth in the Bylaws is eligible to cast one vote in this organization by a member of that club who is of legal voting age. (approved 3/12/83)

Section 3 Associate Membership

Any person, upon payment of the prescribed dues, may become an associate member of this organization. Associate members are not permitted to vote or hold elective office, and they shall have no interest in any funds or property of the organization.

Section 4 Honorary Membership

Any person who has distinguished himself in an unusual and praiseworthy manner in promoting the objectives of this organization may be elected to honorary membership. Honorary members shall have the privilege of attending all meetings of the organization, but shall not be required to pay dues or initiation fees, or be permitted to vote or hold elective office, and they shall have no interest in any funds or property of the organization

Section 5 No territorial limits shall be established for the organization and membership is open to all interested persons.

ARTICLE IV Meetings

and Fiscal Year

Section 1 Regular meetings shall be held as provided in the Bylaws.

Section 2 The Annual meeting shall be held as provided in the Bylaws.

Section 3 The fiscal year shall begin the first day of January each year.

ARTICLE V

Officers

Section 1 The officers of this organization shall be a President, one Vice-President, a Secretary, and a Treasurer elected from and by the board of Directors as provided in the Bylaws. All Officers shall hold office for one year or until their successors are elected and qualified. (approved 3/17/73)

The number of consecutive years a Director may be elected to the office of President will be limited to three. (approved 6/20/82)

ARTICLE VI

Board of Directors

Section 1 The Board of Directors shall consist of twelve (12) (approved 6/17/05) directors elected by the voting members of the organization. Terms of office are to be as provided in the bylaws. (Note: See Bylaws Art. VII Sec. 4)

Section 2 The Board of Directors shall be the governing body of the organization and shall have power to make such regulation and take such action, not inconsistent with the Constitution and Bylaws as, in its judgment, may be necessary for the welfare of the organization. The decisions of the Board in all organization matters shall be final, subject only to the appeal to the voting membership of the organization.

ARTICLE VII

Executive Committee

Section 1 The elected officers and the immediate past President shall constitute the Executive committee. If the immediate past President cannot serve, a member-at-large will be elected by and from the Board. (approved 6/21/81)

Section 2 Meetings shall be held monthly and at other times as called by the President.

Section 3 The Executive Committee shall have general administrative authority and such power as voted by the organization. The committee shall transact such business as may be necessary between regular meetings. The committee shall consider all matters concerning the well-being of the organization and present all recommendations to the Board of Directors for action.

ARTICLE VIII

Surrender of Charter

Section 1 If this organization deems it desirable, by unanimous vote of the active voting membership, to terminate operation of this organization, all assets, records and monies shall be turned over to the Licking County Historical Society and that such shall be used for the study and preservation of Heisey glass and other such ancillary uses of the property as may be deemed necessary. In the event the Licking County Historical society has been dissolved then such shall be turned over to the Ohio State Historical Society for the same purpose therein stated. (approved 12/15/73)

ARTICLE IX Amendment of

Constitution

Section 1 This Constitution may be amended only after recommendation by the Board of Directors and by a two-thirds vote cast of the voting members, voting at any meeting of the organization or as provided for in the Bylaws for absentee voting, provided written notice of such proposed amendment shall have been given to members at least ten days prior to the meeting at which the issue for amendment of the Constitution or Bylaws shall come up. (approved 3/11/95)

ARTICLE X

Adoption of this Constitution and Bylaws

This Constitution shall take effect and be in force upon its adoption. Adopted unanimously by the Heisey Collectors of America on December 31, 1971.

BYLAWS

ARTICLE I

Meetings

Section 1 Regular Meetings

The regular meetings of the organization shall be held at least two times per year at such time and places as the Board of Directors shall designate. (approved 6/17/2011)

Section 2 Annual Meetings

The annual meeting shall be held in June for the installation of elected directors and for the presentation of annual reports and transaction of other business. The election of Directors shall be held at the annual meeting which may be designated as the "election meeting." The term of Directors shall officially begin at the close of business of the annual meeting. Charter directors shall hold office until the regular election occurring during the annual meeting in June 1973.

Section 3 Special Meetings

Special meetings of the organization may be called by the President or by a majority of the Board of Directors upon regular written notice to the Secretary at least five days in advance of said meeting.

Section 4 Quorum

The majority of voting members present shall constitute a quorum at any meeting of the membership. (approved 3/11/95)

Section 5 Rules of Order

Parliamentary procedure in all meetings of the organization, Board of Directors and committees shall be in accordance with the latest revised Robert's Rules of Order if not inconsistent with the Bylaws.

ARTICLE II

Duties of Officers

Section 1 President

The President shall appoint all committees, shall preside at all meetings of the organization and the Board of Directors and shall perform such other duties as ordinarily pertain to such office. The President shall be an ex-officio member of all committees except the nominating committee. The President shall, immediately upon taking office, appoint a sergeant-at-arms. It shall be the duty of the Sergeant-at-Arms to preserve order at all times and perform such other duties as ordinarily pertain to this office. The President shall furnish bond in the amount determined by the Board of Directors, the cost of which bond shall be paid by the organization. (approved 3/11/95)

Section 2 Vice-President

The Vice-President shall have the duty of familiarizing himself or herself with all organization affairs. The Vice-President shall work under and in cooperation with the President and shall preside at meetings in the absence of the President. (approved 3/11/95)

In the event a vacancy exists in the office of the President, the Vice-President shall assume the office and title of President during the unexpired term of the President. (approved 3/11/95)

Section 3 Secretary

It shall be the duty of the Secretary to keep the records of membership, record the attendance at meetings of the organization, record and preserve the minutes of such meetings, make the required reports, and perform such other duties as customarily pertain to such office.

Section 4 Treasurer

It shall be the responsibility of the Treasurer to have custody of all funds, accounting for same to the organization at its annual meeting and at any other time upon demand by the Board of Directors and to perform such other duties as pertain to the office including causing an audit to be made. The Treasurer shall be responsible for the collection of dues and funds of the organization and deposit them in the bank or depository named by the Board of Directors. Upon retirement from office, the Treasurer shall turn over to the successors or to the President all funds, books and accounts or any other organization property in the Treasurer's possession. The Treasurer shall furnish bond in the amount determined by the board of Directors, the cost of which bond shall be paid by the organization. (approved 3/11/95)

Section 5 Salary of Officers

All the officers shall serve without compensation.

ARTICLE III

Board of Directors

Section 1 Meetings

The President shall be Chairman of the Board. The President shall call regular meetings of the Board at least four times per year. The President shall call a special meeting within five days after receiving a written request from three or more Board members to do so. (approved 3/11/95)

Section 2 Functions

(a) The Board shall be responsible for the appropriation of all funds of the organization and shall, through the President or other duly authorized member of the Board, approve all vouchers before payment at the direction of the Treasurer.

The Board shall designate the bank or depository in Licking County, Ohio for funds of the organization and determine the amount of the bond which shall be given by the President and Treasurer. The board shall receive and approve the Budget and the annual audit of the financial transactions of the organization. (approved 3/11/95)

(b) The Board shall pass on all projects recommended to the board by the Project Committee which must be approved by a two-thirds vote of the members of the Board in attendance at any such meeting. (approved 3/11/95)

(c) The Board shall pass upon all grievances, defaults and complaints by or against a member, and may take such action as the Board deems appropriate on behalf of or against such member. The Board may, for good cause, declare an office vacant upon two-thirds vote of the members of the Board present. (approved 3/11/95)

(d) The Board may fill vacancies that occur during the year. (approved 3/11/95)

(e) The Board shall elect its own officers from said Board of Directors at a meeting called for such

purpose no later than fourteen calendar days after the annual meeting and election of the Board of Directors and each of said officers shall be elected by a plurality vote. (approved 3/11/95)

- (f) The Board shall give prior approval for the manufacture of any item or items in any mould owned by H.C.A (approved 3/11/95)
- (g) All of the member of the Board shall serve without compensation. (approved 3/1 1/95)
- (h) Each member of the Board shall attend 75% of all regular Board meetings during any given operational year or the position may be determined vacated by the Board of Directors. For this purpose an operational year shall being with the first regular board meeting after the annual meeting. (approved 6/18/99)

ARTICLE IV

Paid Employees and Staff

Section 1 Paid Employees

The Executive Committee shall have authority to seek out, interview or examine and recommend to the Board of Directors persons to serve as paid employees in capacities as from time to time become necessary.

Such employees shall be hired and their intended compensation set by a two-thirds vote by the Board of Directors at a meeting wherein a quorum is present. (approved 3/11/95)

The compensation of such employees shall be reviewed by the Executive Committee from time to time and any changes recommended to the Board of Directors who shall pass upon such changes by a two-thirds vote of the Board of Directors at a meeting wherein a quorum is present.

Such employees may be terminated by the board of Directors by a two-thirds vote of said Board of Directors at a meeting wherein a quorum is present. (approved 3/11/95)

ARTICLE V

Committees

Section 1 Standing Committees

The President shall appoint the following standing committees:

- 1) Membership
- 2) Projects
- 3) Budget and Finance
- 4) Publicity
- 5) Convention (approved 3/11/95)

Section 2 Special Committees

In addition to standing committees, there shall be appointed by the President such special committees as the President and/or Board of Directors may deem necessary.

ARTICLE VI Duties of

Committees

Section 1 Membership

The Membership Committee shall seek ways to insure the continuing growth in membership of H.C.A. making such recommendations to the Executive Committee or to the Board of Directors as the Membership Committee may deem appropriate. (approved 3/11/95)

Section 2 Projects

This committee shall devise and consider suitable and appropriate projects and shall devise ways and means whereby definite interpretation of the aims and objectives of the organization shall be given expression. It shall take cognizance of all matters of civic or similar nature and recommendations of the Projects Committee shall constitute the basis for consideration of all projects of the organization. Adoption of a project shall require a majority vote of the Board of Directors present at any Board meeting. The Projects Committee shall coordinate study club projects to avoid duplication. (approved 3/11/95)

Section 3 Budget and Finance

This committee shall prepare a budget of the estimated income and expenses of the association for the year. (approved 3/11/95)

Section 4 Publicity

The Publicity Committee shall be responsible for supplying notices concerning the organization meetings to the news media, and further, shall disseminate all interesting information furnished them by officers of the organization and chairmen of various committees. The Publicity Committee shall furnish the editor of the organization newsletter news items for publication therein promptly while it still has "news value." (approved 3/11/95)

Section 5 Convention

The Convention Committee shall have responsibility for planning all activities conducted during the annual Organization Convention. (approved 3/11/95)

ARTICLE VII

Election of Directors

Section 1

- (a) The Directors of the organization shall be elected at the annual meeting each year.
- (b) At the second regular meeting of the calendar year, the President shall appoint a Nominating Committee of at least three members: the chairman shall be the immediate past President, then a voting member of the organization. If the immediate past President cannot serve, the chairman shall be another member of the Executive Committee, exclusive of the President. (approved 6/17/2011)
- (c) The Nominating Committee shall prepare a report giving the number of directors to be elected and one or more members for each vacancy.

- (d) After the report of the Nominating Committee at the first regular meeting of the calendar year and upon motion of any voting member, any name or names of candidates for Director shall be placed upon the ballot to be voted upon by the organization. (approved 3/11/95)
- (e) The consent of each nominee must be obtained prior to his or her nomination. (approved 3/11/95)
- (f) At the annual business meeting there shall be furnished to the voting members a ballot containing the names of the nominees for Directors, upon which each voting member shall indicate his or her choices. If the number of nominees equals the number of Director vacancies, the ballot voting shall be deemed unnecessary if approved by the majority of voting members present. (approved 6/17/2011)
- (g) In lieu of obtaining a ballot at the annual meeting, a voting member may obtain a ballot by applying to the secretary in advance of the annual meeting and may cast said ballot by returning it immediately to the secretary. (approved 3/11/95)

Section 2 Balloting

The nominees receiving the largest number of votes so cast shall be declared elected for the term of office beginning immediately following the annual meeting. The presiding officer shall abstain from voting except to break a tie vote. (approved 6/21/81)

Section 3 Election of Officers

Officers shall be elected as provided in Article V of the Constitution. (approved 3/17/73)

Section 4 The Board of Directors shall consist of 12 (approved 6/17/05) members elected from the roll of the voting members. (approved 3/11/95) The term of office shall be for four years. The number of consecutive four-year terms that a member may be elected to the Board of Directors shall be limited to two. (approved 6/20/82) To provide for the continuity of operation, three persons shall be elected each year. (approved 6/17/2011)

ARTICLE VIII Initiation

Fees and Dues

Section 1 The Initiation Fee for voting membership in the organization shall be \$ 25.00 and shall be paid before the candidate can qualify as a voting member. Membership dues shall be as determined by the Board of Directors. (approved 3/11/95)

Section 2 Associate Member

Membership dues shall be determined by the Board of Directors which shall include subscription to the organization newsletter and all rights and privileges as provided in the Constitution. Each additional household member is eligible to become an associate member upon payment of prescribed dues per year. (approved 3/11/95)

Section 3 Study group (charter club)

The requirements to establish and maintain a Study group (charter club) are:

- (a) All members must be voting or associate members of H.C.A.
- (b) Payment of a one-time \$ 25.00 fee
- (c) Annually submit a membership list to the Secretary of H.C.A. by May first
- (d) Have at least eight (8) members. (approved 3/12/83)
- (e) Written bylaws approved by HCA Board of Directors (approved 6/17/10)

Section 4 All dues shall be payable when billed by the Treasurer. No person shall be deemed a member who is in arrears more than thirty (30) days in the payment of his or her dues. (approved 3/11/95)

ARTICLE IX Resolutions and

Subscriptions

Section 1 No resolution or motion to commit this organization on any matter shall be considered by the organization until it has been considered by the Board of Directors. Such resolutions or motions, if offered at an organization meeting shall be referred, without discussion, to the Board, which after having given consideration to the matter shall submit its recommendations to the organization. Having received the recommendations of the Board, the organization may then proceed to take such action as may seem proper to the majority.

Section 2 No assessments shall be permitted to be placed upon the membership of the organization, neither shall any person or organization be permitted to appeal for funds for any purpose whatsoever before a regular meeting of the organization.

ARTICLE X Termination of

Membership

Section 1 Resignation

Resignation of any member when delivered in writing to the President or Secretary shall become effective immediately. (approved 3/11/95)

Section 2 Non Payment of Dues and reinstatement

Any member owing dues to this organization for a period of 30 days from the due date shall be dropped and deprived of all privileges of this organization. Any dropped member may join H.C.A. by paying initiation fee and any arrearages. (approved 3/11/95)

Section 3 Misconduct

Any member who by personal or business conduct violates the principles or ethics of the organization may be expelled from membership by the Board of Directors by a two-thirds vote of the entire Board at a meeting called for that purpose, provided that said member shall have been given ten days notice in writing of such pending action together with a copy of the complaint against him, and shall be given an opportunity for a full and fair hearing.

Section 4 In the event a study group (charter club) is dropped from the rolls, it may be reinstated by fulfilling the requirements of membership as stated in the Bylaws to the satisfaction of the Secretary of H.C.A. (approved 3/12/83)

ARTICLE XI

Amendment of Bylaws and Constitution

Section 1 The Constitution may be amended by a two-thirds majority vote of the voting members present and voting at any regular meeting of the organization or as provided for absentee voting herein, after recommendation of the Board of Directors, or by any twelve voting members, provided written notice of such proposed amendments shall have been given to all voting members at least ten days prior to the meeting. The Bylaws may be amended by a majority vote of the voting members present and voting at any regular meeting of the organization, or as provided for absentee voting herein, after recommendation of the Board of Directors, or by any twelve voting members, provided written notice of such proposed amendments shall have been given to all voting members at least ten days prior to the meeting. With such written notice shall be sent a copy of proposed change or changes and a form to be returned to the Secretary, which form shall provide the opportunity to voting members to indicate approval or disapproval of each recommended change; which form, to be counted, must be received by the Secretary c/o the Museum at least three days prior to the scheduled meeting at which the vote on the recommended change or changes is to occur. (approved 3/11/95)

No amendments or additions to these Bylaws shall be made which are not in conformity with the organization Constitution.