

**BYLAWS OF  
HEISEY COLLECTORS OF AMERICA, INC.**

**Article I  
Board of Directors**

**Section 1.** The board of directors shall consist of twelve (12) directors elected by the voting members of the organization. Only voting members as defined in Article IV, Section 2, shall be eligible to serve on the board of directors. The term of office shall be four (4) years. The number of consecutive four-year terms that a member may be elected to the board of directors shall be limited to two. Terms of office shall be staggered so that three directors are elected each year.

**Section 2.** Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs.

In the event of a vacancy, the board of directors, by a majority vote, may appoint a voting member of the organization to fill the vacant position. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person appointed to fill a vacancy on the board shall hold office for the remaining term of the director he or she is replacing or until his or her death, resignation, or removal from office.

**Section 3.** All members of the board of directors shall serve without compensation.

**Section 4.** Regular meetings of the board of directors will be held at least four times per year.

Special meetings may be called by the president or pursuant to a written request from three or more board members. A written request includes an electronic communication. Special meetings shall be called to address specified matters, and only those matters shall be considered during the meeting. When calling a special meeting, the president shall inform board members of the matters to be considered and the estimated length of the meeting. In the event the meeting lasts longer than the estimated time, the Sergeant at Arms shall determine whether the meeting may continue.

Meetings of the board of directors may be held at the organization's principal office, or at any other place designated by the president, or by use of authorized communications equipment as defined in Ohio Revised Code section 1702.01, subdivision (Q).

Notice of the place, if any, and time of each regular or special meeting of the board of directors shall be given to each director either by personal delivery or by mail, by overnight delivery service, or by means of authorized communications equipment at least two days before the meeting.

Except as otherwise provided by the organization's constitution and bylaws or the applicable law, parliamentary procedure in the conduct of meetings of the board of directors shall be in accordance with the latest revised edition of *Robert's Rules of Order*.

**Section 5.** A quorum shall consist of a majority of the authorized number of directors. When filling a vacancy on the board, a quorum shall consist of the majority of directors in office.

**Section 6.** Actions that would normally require a board meeting can also be approved without a meeting if all directors give their written consent. If a director votes on a proposed action, it counts as their consent to handle the matter without holding a meeting. Additionally, any vote or consent sent through authorized communication equipment, including but not limited to electronic mail, counts as written consent for this purpose.

**Section 7.** Unless excused by the president (or the vice president in the case of the absence of the president), each member of the board of directors shall attend 75% of all regular board meetings during any given operational year. If a member fails to attend the required number of regular board meetings, the board of directors may declare his or her position vacant by a two-thirds vote of the members of the board present. An operational year shall begin with the first regular board meeting after the annual meeting.

**Section 8.** The board of directors will review and address any grievances, defaults, or complaints involving a board member. The board has the authority to take appropriate action, including imposing sanctions, against the director. The board may remove a director from office or impose a lesser sanction, such as suspension from office, a formal censure, or any other sanction the board deems appropriate. Before any action is taken, the director shall be given notice and an opportunity to respond. The board can remove a member or impose a lesser sanction with a two-thirds vote of the directors present at the meeting.

**Section 9.** The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

**Section 10.** The directors and officers of the corporation shall be indemnified by the corporation for their acts and/or omissions in their capacity as an officer and/or director to the fullest extent permissible under the laws of the State of Ohio.

## **Article II Officers**

**Section 1.** The officers shall be elected from and by the board of directors. All officers shall hold office for one year or until their successors are elected. The election of officers shall take place at a special meeting of the board of directors, to be held no more than fourteen (14) calendar days after the annual meeting. Immediately upon taking office, the president shall 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.

**Section 2. Duties of the President.** The president shall preside at all meetings of the organization and the board of directors. He or she shall perform such other duties as ordinarily pertain to such office and such other duties as may be required by law, by the articles of incorporation, or by the organization's constitution and bylaws, or which may be prescribed from time to time by the board of directors. Except as otherwise expressly provided by law, by the articles of incorporation, or by the organization's constitution and bylaws, he or she shall, in the name of the organization, execute or direct the execution of such deeds, mortgages, bonds, contracts, or other instruments that may from time to time be authorized by the board of directors.

The number of consecutive years a director may be elected to the office of president shall be limited to two.

**Section 3. Duties of the Vice President.** In the absence of the president, or in the event of his or her inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by the organization's constitution and bylaws, or as may be prescribed by the board of directors. In the event of a vacancy in the office of the president, the vice president shall assume the office and title of president during the unexpired term of the president.

**Section 4. Duties of the Secretary.** The secretary shall:

Maintain or cause to be maintained the membership records of the organization.

Record the attendance at meetings of the board of directors and the Executive Committee.

Record and preserve the minutes of meetings of the organization, the board of directors, and the Executive Committee, including supporting documents.

Record and preserve the records of electronic votes by the board of directors and the Executive Committee.

See that all notices are duly given in accordance with the provisions of the organization's constitution and bylaws or as required by law.

Oversee the conduct of elections in accordance with the organization's constitution and bylaws.

Perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by the organization's constitution and bylaws, or which may be assigned to him or her from time to time by the board of directors.

Upon leaving office, the secretary shall turn over to his or her successor or to the president all minutes, records, and any other organization property in the secretary's possession.

**Section 5. Duties of the Treasurer.** The treasurer shall:

Have overall responsibility for all funds and securities of the organization, and deposit, or cause to be deposited, all such funds in the name of the organization in the banks, trust companies, or other depositories selected by the board of directors.

Receive or direct the receipt of any monies due and payable to the organization.

Disburse, or cause to be disbursed, the funds of the organization as may be directed by the board of directors.

Keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the organization's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Report on the financial condition of the organization at regular meetings of the organization, at regular meetings of the board of directors and the Executive Committee, and at other times as directed by the president or board of directors. Such reports may include the available balances in the corporation's accounts, the status of the corporation's Endowment Fund, reports of income and expenditures for the year to date as compared with the organization's budget, and any other reports deemed necessary by the treasurer, the president, or the board of directors.

Render to the president and board of directors, whenever requested, an account of any or all of his or her transactions as treasurer.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation, by the organization's constitution and bylaws, or which may be assigned to him or her from time to time by the board of directors.

Upon leaving office, the treasurer shall turn over to his or her successor or to the president all funds, books and accounts, and any other organization property in the treasurer's possession.

**Section 6. Compensation.** All officers shall serve without compensation.

### **Article III Organization Policies**

**Section 1.** The organization shall have, and the board of directors shall enforce, a Code of Ethics. The board of directors may amend the Code of Ethics as needed.

**Section 2.** The organization shall have, and the board of directors shall enforce, a nondiscrimination policy. The board of directors may amend the nondiscrimination policy as needed.

**Section 3.** The organization shall have, and the board of directors shall enforce, a conflict of interest policy. The board of directors may amend the conflict of interest policy as needed.

**Section 4.** The board of directors may adopt and enforce other policies as needed for the proper operation of the organization and the museum.

### **Article IV Membership**

**Section 1. Classes of Membership.** ~~The classes of membership are:~~

- ~~(a) Voting members;~~
- ~~(b) Associate members; and~~
- ~~(c) Distinguished members.~~

The term “member” as used in these bylaws shall include all classes of members unless the specific class of membership is indicated in the reference to “member.”

**Section 2. Voting Members.** Any adult, age 18 or over, is eligible to become a voting member of the organization upon payment of the prescribed voting fee and yearly dues.

**Section 3. Associate Members.** Any person may become an associate member of the organization upon payment of the prescribed yearly dues. Associate members are not permitted to vote or hold elective office.

**Section 4. Distinguished Members.** ~~The board of directors may designate members of the organization who have rendered exceptional service to the organization as distinguished members. Distinguished members retain their existing rights and privileges of membership but are not required to pay dues to the organization.~~

**Members of the organization may be recognized as Distinguished Members in accordance with policies adopted by the board of directors. Distinguished Members retain their existing rights and privileges of membership but are not required to pay dues to the organization.**

**Section 5. Honorary Members.**

~~**Current:** 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.~~

**Proposed:** Non-members of the organization may be recognized as Honorary Members in accordance with policies adopted by the board of directors. The rights and privileges of Honorary Members shall be as set forth in such policies.

**Section 6.** Members of the organization shall have no interest in the funds or property of the organization.

**Section 7. Dues and Voting Fee.** The membership dues and voting fee shall be determined by the board of directors. **The voting fee shall not be less than \$25.** All dues and fees shall be payable when billed.

**Section 8. Termination of Membership.**

(a) A member may resign by delivering a written resignation to the president or secretary. A written resignation includes a resignation received through authorized communication equipment, including but limited to electronic mail.

(b) A member who is in arrears more than thirty (30) days in the payment of his or her dues shall be dropped from the active membership roll and lose all rights and privileges of membership.

(c) A member whose membership has been terminated under subdivisions (a) and (b), above, may rejoin the organization by paying the yearly membership dues and, if applicable, the voting fee. If the rejoining member was a voting member, the member is not required to pay an additional voting fee to rejoin as a voting member.

(d) A member who violates the principles or ethics of the organization or engages in other misconduct detrimental to the organization, including but not limited to violations of the nondiscrimination or conflict of interest policy or the Code of Ethics, may be expelled from membership by a two-thirds vote of the board of directors. In its sole discretion, the board of directors, by a two-thirds vote, may impose a suspension of membership, censure, or other lesser sanction. The member shall be given ten days' written notice of the proposed action together with a copy of the complaint against him or her. The member shall be given an opportunity to respond to the complaint before any action is taken. A member who has been expelled may be reinstated by a two-thirds vote of the board of directors.

## **Article V Meetings of the Membership**

**Section 1.** Regular meetings of the organization's membership shall be held at least two times per year at such times and places as the board of directors shall designate.

**Section 2.** The regular meeting designated as the annual meeting shall be held at the organization's annual convention for the election and installation of directors and for the presentation of annual reports and transaction of other business. ~~If the organization does not hold a convention in a given year, the board of directors may designate any regular meeting of the organization's membership during that year as the annual meeting.~~

**Section 3.** Special meetings of the organization's membership may be called by the president or by a majority of the board of directors upon regular written notice to the secretary at least ten (10) days in advance of said meeting. Written notice may be given by authorized electronic equipment, including but not limited to electronic mail.

**Section 4.** Notice of regular meetings of the organization's membership shall be given to the organization's members of record no fewer than ten (10) days and no more than sixty (60) days before the date of the meeting. Notice may be given by publication in the organization's newsletter, by authorized electronic equipment, including but not limited to electronic mail, by United States Mail, or by any or all of these methods.

**Section 5.** The board of directors may establish procedures for members to attend meetings of the organization's members by the use of authorized communications equipment.

**Section 6.** The majority of voting members present, including by the use of authorized communications equipment (if used), shall constitute a quorum at any meeting of the membership.

**Section 7.** In the event of a public health emergency, natural disaster, or other emergency declared by the appropriate governmental authorities, the board of directors may dispense with in-person meetings and establish procedures for members to attend meetings of the organization's members by the use of authorized communications equipment for the duration of the emergency.

**Section 8.** Except as otherwise provided by the organization's constitution and bylaws or the applicable law, parliamentary procedure in the conduct of meetings of the organization's membership shall be in accordance with the latest revised edition of *Robert's Rules of Order*.

## **Article VI Committees**

**Section 1. Executive Committee.** The organization shall have an Executive Committee consisting of the President, Vice President, Secretary, Treasurer, and Immediate Past President. The Immediate Past President must be a voting member of the organization in good standing but is not required to be a member of the board of directors. The Immediate Past President shall have voting privileges on matters coming before the Executive Committee. If the Immediate Past President cannot serve or chooses not to serve, a member of the board of directors shall be elected by a majority vote of the board of directors to serve as a member-at-large. Vacancies on the Executive Committee shall be filled by a majority vote of the board of directors. ~~The organization's Executive Director(s) shall be non-voting member(s) of the Executive Committee.~~

The Executive Committee shall meet monthly and at other times as called by the president.

The Executive Committee shall exercise such authority as is granted to it by the board of directors. The Executive Committee may act only between regular meetings of the board of directors and is subject to the direction and control of the board of directors.

**The Executive Committee shall be informed of matters affecting the management of the organization that arise between meetings of the Board of Directors and shall make recommendations regarding such matters to the Board of Directors. The Executive Committee may refer such matters to a standing or special committee for further study and their recommendations to the entire Board. The Executive Committee shall promptly**



inform the Board of any matters that require action by the Board before the next regular meeting of the Board and the Executive Committee's recommendations, if any, regarding such matters.

**Section 2. Standing Committees.** The organization shall have the following standing committees:

Membership  
Projects  
Budget and Finance  
Publicity  
Convention  
Fundraising

**Section 3. Duties of Standing Committees.** The standing committees shall have the following duties and such additional duties as may be assigned by the president from time to time.

**(a) Membership Committee:**

**Current:** The Membership Committee shall seek ways to ensure 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)

**Proposed:** The Membership Committee shall address matters associated with organization membership and report observations and recommendations to the board of directors as the committee may deem appropriate.

**(b) Projects Committee:**

**Current:** 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)

**Proposed:** The Projects Committee shall devise and/or consider projects that further the aims and objectives of the organization and make recommendations to the board of directors as the committee may deem appropriate. The Projects Committee shall coordinate with study clubs to avoid duplicate projects.

**(c) Budget and Finance Committee:**

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

**Proposed:** The Budget and Finance Committee shall address matters related to the budget and business practices of the organization and the museum and report

observations and recommendations to the board of directors as the committee may deem appropriate. OK

**(d) Publicity Committee**

**Current:** 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)

**Proposed:** The Publicity Committee shall address matters related to the organization's public relations including the use of traditional news media, social media, and other means and report observations and recommendations to the board of directors as the committee may deem appropriate.

**(e) Convention Committee**

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

**Proposed:** The Convention Committee shall have responsibility for planning and overseeing implementation of the activities conducted during the organization's annual convention.

**(f) Fundraising Committee**

**Current:** no current description

**Proposed:** The Fundraising Committee is responsible for planning, organizing, and overseeing efforts to secure financial support for the organization through various fundraising activities. The committee works closely with the Board of Directors and museum staff to ensure that financial goals are met and the organization's financial stability is supported.

**Section 3. Special and *Ad Hoc* Committees.** The president may establish special and *ad hoc* committees. *Ad hoc* committees may be established only for a limited purpose and for a limited time.

**Section 4. Appointment of Committee Members.** The president shall appoint the members of all committees except the Executive Committee. The president shall be an *ex officio* member of all committees except the Nominating Committee.

## **Article VII Election of Directors**

**Section 1.** The directors of the organization shall be elected at the annual meeting.

**Section 2.** The President shall appoint a Nominating Committee of at least three members. The chair shall be the Immediate Past President. ~~who must be a voting member of the organization.~~ If the Immediate Past President cannot serve, the chair shall be another member of the Executive Committee, other than the President.

**Section 3.** The Nominating Committee shall prepare a report stating the number of directors to be elected and nominating one or more candidates for each vacancy.

**Section 4.** The Nominating Committee shall submit its report at the first regular membership meeting of the calendar year. Any voting member may nominate additional candidates for director.

**Section 5.** The consent of each candidate must be obtained prior to his or her nomination.

**Section 6.** A ballot and instructions for voting shall be sent by United States Mail to each voting member and the secretary of each study club that is qualified to vote as provided in Article IX. The ballot shall contain the names of the candidates for directors and any other matters submitted to a vote of the membership. Each voter shall indicate his or her choices and return the ballot to the secretary or his or her designee in accordance with the instructions. The secretary shall establish procedures to ensure a secret ballot.

**Section 7.** In lieu of voting by mail as provided in Section 6, above, voting members and representatives of qualified study clubs may elect to vote in person at the annual meeting.

**Section 8.** The board of directors may authorize the use of a secure method of electronic voting in lieu of or in addition to voting in person or by mail or both.

**Section 9.** In the event of a public health emergency, natural disaster, or other emergency declared by the appropriate governmental authorities, the board of directors may dispense with in-person voting and conduct the election using voting by mail or electronic voting (if available) or both.

**Section 10.** The candidates receiving the largest number of votes so cast shall be declared elected for the term of office beginning immediately following the annual meeting. A candidate must receive at least one vote to be elected. The presiding officer shall abstain from voting except to break a tie vote.

## **Article VIII Organization Staff**

**Section 1.** The board of directors may employ a paid Executive Director(s) ~~or co-Executive Directors~~, who shall serve at the pleasure of the board. The hiring and, if necessary, the firing of the Executive Director(s) must be approved by a two-thirds (2/3) vote of the board.

**Section 2.** The Executive Director(s) will oversee the daily operations of the organization and the museum, ensuring compliance with the organization's constitution and bylaws, board-approved policies and procedures, job descriptions, and applicable laws.

**Section 3.** The board, in consultation with the Executive Director(s), shall approve the creation of and reorganization of the staff positions, and job descriptions for, any additional staff positions deemed necessary for the proper operation of the organization and the museum. The Executive Director(s) shall have the authority to hire and fire staff employees without the prior approval of the board.

**Section 4.** The board shall set the compensation for each staff position, including the Executive Director(s). The board, in consultation with the Executive Director(s), shall review the compensation for each staff position at least once annually. The board of directors will perform an annual review of the Executive Director(s) prior to contract renewal or compensation review.

## **Article IX Study Clubs**

**Section 1.** The organization ~~may~~ shall issue a charter to any study club that meets the following requirements:

- (a) All members of the club are members of the organization;
- (b) The club pays a charter fee of \$25;
- (c) The club submits a membership list to the secretary no later than May 1 of each year;
- (d) The club has at least eight (8) members;
- (e) The club's written bylaws have been approved by the organization's board of directors.

**Section 2.** A chartered study club that meets the requirements stated in section 1, above, is eligible to cast one vote in the organization's elections. The club's vote shall be cast by a member of the club who is 18 years of age or older.

**Section 3.** A study club's charter shall remain in force provided a membership list is submitted to the secretary by May 1 of each year that verifies that the club continues to have at least eight members and that all the club's members are members of the organization.

**Section 4.** In the event a chartered study club is dropped from the rolls, it may be reinstated by satisfying the requirements stated in section 1, above, except for payment of the \$25 fee.

## **Article X Resolutions and Assessments**

**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. If offered at a meeting of the organization's members, such resolutions or motions shall be referred, without discussion, to the board. After considering the matter, the board shall submit its recommendations to the organization's members. Having received the recommendations of the board, the organization's members may then proceed to take such action as may seem proper to the majority.

**Comment:** The second sentence, addressing the handling of resolutions or motions presented at a membership meeting, is appropriate and necessary. These matters should be referred to the board so that the board and the relevant committee(s) can do their due diligence. However, the remainder, specifically, the first sentence and the last two sentences, need to be revised to provide that the board, not the membership, is the decision maker, subject only to the ability of one or more members to request reconsideration, as provided in the revision to Article III of the constitution that was suggested in our discussions yesterday.

As written, the provision applies to any "resolution or motion to commit this organization *on any matter*" (emphasis added) and would effectively deprive the board of the ability to do anything other than make recommendations which would then have to be submitted to a vote of the membership. It implies that any action on any matter requires a vote of the membership. This obviously is unworkable. Perhaps it was intended to apply only to certain decisions that would commit the organization in some unspecified way, but that is not what the section says.

Suggest the following:

"Any resolution or motion to commit the organization on any matter that is offered at a meeting of the organization's members shall be referred, without discussion, to the board. After considering the matter, the board shall take action on the resolution or motion. The board's decision shall be final, except that members shall have the right to seek reconsideration by the board.

"Recommendations by twelve or more voting members to amend the bylaws as provided in Article XI may be presented at meetings of the membership. Voting on such recommendations shall be conducted as provided in Article XI."

**Section 2.** Except as provided in this section, no assessments shall be permitted to be placed upon the membership of the organization, nor shall any person or organization be permitted to appeal for funds for any purpose whatsoever before a regular meeting of the organization. With the permission of the president, chartered study clubs and members of the organization may seek support for fundraising projects and events for the benefit of the organization.

## **Article XI Amendment of Bylaws**

**Section 1.** These bylaws may be amended after a recommendation of the board of directors or a recommendation of any twelve voting members, followed by a vote of the voting members and study clubs that are qualified to vote as provided in Article IX. **The board of directors shall decline to place on the ballot any proposed amendment that would violate the organization's constitution or applicable law.**

**Section 2.** Written notice of the proposed amendment shall be given to all voting members and qualified study clubs at least ten (10) calendar days before the mailing of ballots. Such written notice shall include the text of the proposed amendment or amendments and may be given by publication in the official newsletter of the organization, by authorized electronic equipment, including but not limited to electronic mail, by United States Mail, or by any or all of these methods

**Section 3.** Proposed amendments may be voted on at any regular meeting of the membership. Any amendment must be approved by a majority of the votes cast on the proposed amendment. The vote on any proposed amendment will be conducted in the manner provided in Sections 6, 7, 8, and 9 of Article VII.

If a proposed amendment requires amendments to both the constitution and the bylaws, ~~to be effective,~~ a two-thirds ( $\frac{2}{3}$ ) majority **of the votes cast** is required for passage.

**Section 4.** If competing amendments are submitted to a vote of the membership and both receive sufficient votes for passage, the amendment receiving the greater number of votes shall be adopted. In the event of a tie vote, both proposed amendments shall fail.

**Section 5.** Amendments to these bylaws must be consistent with the organization's constitution. Any amendment to the bylaws that is inconsistent with the constitution shall have no force or effect.