

CONSTITUTION OF HEISEY COLLECTORS OF AMERICA, INC.

Article I Name

Section 1. The name of this organization is Heisey Collectors of America, Inc., a nonprofit corporation organized and existing under the laws of the State of Ohio. The organization's principal office is located in Newark, Licking County, Ohio.

Article II Purpose

Section 1. This corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. The purpose of the organization is to collect, preserve, and exhibit glassware made by A.H. Heisey & Company and related items, to promote the preservation and collection of Heisey glassware and related items, and to educate the public about the history, craftsmanship, and cultural significance of Heisey glass by, among other things, the establishment and maintenance of a museum for the display and study of Heisey glass and related items and the establishment of chartered study clubs.

Article III Board of Directors

Section 1. The board of directors is the governing body of the organization. Subject to the provisions of the laws of the State of Ohio and any limitations in the articles of incorporation and this constitution and the organization's bylaws relating to actions required or permitted to be taken or approved by the members of the organization, the activities and affairs of this organization shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors. **Decisions of the board of directors shall be final, except that members of the organization shall have the right to seek reconsideration by the board.**

Section 2. Directors shall carry out their responsibilities, including those on any committee they serve on, in good faith and with the belief that their actions are in or not contrary to the best interests of the organization. Directors shall exercise the same level of care that a reasonably prudent person in a similar position would use under comparable circumstances. Directors serving on committees are considered to be fulfilling their duties as directors.

Section 3. The number and terms of office of the directors shall be as provided in the bylaws.

Article IV Officers

Section 1. The organization shall have the following officers: President, Vice President, Secretary, and Treasurer. The officers shall be elected as provided in the bylaws. The terms of office and duties of the officers shall be as provided in the bylaws.

Article V Membership

Section 1. The organization shall have members. Membership in the organization shall be open to any individual, organization, or institution interested in supporting the organization's mission.

Section 2. The classes of membership shall be as ~~provided in the bylaws.~~ follows:

- (a) Voting members
- (b) Associate members
- (c) Distinguished members
- (d) Honorary members.

Section 3. The qualifications for, and rights and privileges of, each class of membership shall be as provided in the bylaws.

Article VI Meetings of the Membership

Section 1. Regular and special meetings of the membership shall be held as provided in the bylaws.

Article VII Study Clubs

Section 1. The organization ~~may~~ shall issue a charter to any study club that meets the requirements specified in the bylaws.

Article VIII Bylaws

Section 1. The organization may adopt bylaws that are consistent with this constitution. In the event of any inconsistency between the bylaws and this constitution, the provisions of the constitution will govern. Any provision of or amendment to the bylaws that is inconsistent with this constitution shall have no force or effect.

Article IX Amendment of Constitution

Section 1. This constitution may be amended only after a recommendation of the board of directors, followed by a vote of the voting members and study clubs that are qualified to vote as provided in the bylaws.

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 electronic communication, 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 to this constitution must be approved by a two-thirds ($\frac{2}{3}$) majority of the votes cast on the proposed amendment. Except as otherwise provided in this Article, the vote on any proposed amendment to this constitution shall be conducted in the manner provided in the bylaws for proposed amendments to the bylaws.

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.

Article X Dissolution of Corporation

Section 1. The organization may be dissolved voluntarily in the manner provided in the Ohio Nonprofit Corporation Law, Ohio Revised Statutes section 1702.47, and any other applicable laws, **except that a two-thirds ($\frac{2}{3}$) majority vote of the votes cast shall be required for adoption of a resolution of dissolution.**

Section 2. Upon dissolution of the organization, all of its assets, records and monies shall be turned over to the Licking County Historical Society, to be used for the study and preservation of Heisey glass and other such ancillary uses of the property as may be deemed necessary. If the Licking County Historical Society has been dissolved, then such property shall be turned over to the Ohio History Connection to be used for the same purpose.

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