

PROPOSED AMENDED VERSION

**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,

PRESENT VERSION

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

**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.

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 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 IV 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.

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 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 V Officers

Section I 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 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 VI
Meetings of the Membership

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

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 VII
Study Clubs**

Section 1. The organization 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. 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.

See Article II, Section 3, and Article III, Section 2, above, for provisions regarding study clubs.

There is no corresponding provision in the existing constitution, but see the last sentence of Article XI of the current bylaws.

**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)

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

Section 3. 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 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 of the votes cast shall be required for adoption of a resolution of dissolution.

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

<p>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.</p>	<p>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)</p> <p>[Note: the Ohio State Historical Society is now known as the Ohio History Connection.]</p>
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Note: Article VII of the existing constitution contains provisions regarding the Executive Committee. This topic is dealt with in Article VI, Section 1, of the proposed amended bylaws.