

# **BYLAWS OF THE AMERICAN GLASS GUILD, INC.**

## **ARTICLE I. NAME AND IDENTIFICATION**

The name of this organization is the American Glass Guild, Inc. (AGG).

## **ARTICLE II. LOCATION; FINANCIAL SUPPORT; FISCAL YEAR**

### **Section 1. Location**

The offices of the AGG will be located at 10 County Line Road, Suite 24, Branchburg, New Jersey, 08876, or wherever its Board of Directors (“Board” or “Directors”) shall direct.

### **Section 2. Financial Support**

AGG shall receive its financial support from dues, donations, bequests, and funding from members and entities and the general public.

### **Section 3. Fiscal Year**

AGG's fiscal year shall be fixed, and shall be subject to change, by the AGG Board and shall begin January 1 and end December 31.

## **ARTICLE III. MISSION AND GOALS OF AGG**

The AGG is a non-profit corporation organized and operated exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), including but not limited to:

1. Advance knowledge by encouraging education, study and research of all subjects related to the many disciplines covered by the term decorative glass; promote proficiency and skill by practitioners of these disciplines; provide opportunities for continuing education; publish and disseminate technical and professional information; and work to improve design concepts and technical methods needed to produce new or repair and conserve old decorative glass objects and windows.
2. Organize and present educational conferences, seminars, lectures and make available information in a variety of media concerning all forms of decorative glass to the glass community and the general public.

3. Provide a forum for the interchange of ideas regarding decorative glass to foster effective communication and collaboration between the members of the AGG.
4. Promote awareness of decorative glass and provide information about decorative glass to the general public.
5. Administer scholarship funds to benefit persons furthering their education in decorative glass.
6. Solicit and receive funds to accomplish the above.

## **ARTICLE IV. MEMBERSHIP IN AGG**

### **Section 1. Eligibility**

Any person interested in furthering the mission and goals of the AGG who applies for membership and tenders the necessary dues shall become a member upon approval of their application by the Board of Directors, without regard to race, gender, age, color, religion, disability status, sexual orientation, marital status, ethnic or national origin.

### **Section 2. AGG Members**

To be a member in good standing, the member pays annual dues, as set by the Board of Directors, and shall abide by the bylaws of the AGG. If payment has not been received within 30 days of due date, notice shall be given to the Board by the Secretary or such Board member who will be responsible for maintaining membership rolls based on dues paid.

### **Section 3. Removal of Members**

Members can be removed by a two-thirds vote of the Board of Directors of the AGG for the following reasons: non-payment of dues as stated in Article IV, section 2; failure to adhere to the Bylaws; or conduct materially and seriously prejudicial to the purposes and interest of the organization. Rights of membership will be suspended upon the vote of the Board and full removal will take effect 30 days after written notification is sent by the Board or their designated representative.

### **Section 4. Membership Categories**

The following membership categories will be designated by the Board:

- a) Individual. Individual Members can serve on committees, be elected Directors and vote at the Annual elections. Individual Members are responsible for paying the appropriate dues.

- b) Student Members. Student members have the same rights, privileges and responsibilities as Individual Members with the exception of being elected as a Director, but pay the appropriate dues. To qualify as a student member the applicant must submit proof of current enrollment in a college or university with their application and with each renewal.
- c) Senior Advisor. Senior Advisors are elected by the Board of Directors. Senior Advisors can serve on committees; be elected as officers or directors and can vote at the Annual elections. Senior Advisors will pay appropriate dues as set by the Board of Directors.
- d) Honorary Titles. The AGG may create such classes of “membership,” such as contributing members or honorary members, as the Directors see fit, but such persons shall not have the rights of members under Title 15A, Corporations, Non-profit of the Revised Statutes of New Jersey.

### **Section 5. Annual Meetings**

An Annual Meeting of the Members shall be held in conjunction with and at the place of the Annual Conference each year, or at such time and date as determined by the Board of Directors at the preceding Annual Meeting. The place of the Annual Meeting shall be at the principal office of the AGG, or at such other place as shall be specified in the notice of meeting. The purpose of the Annual Meeting shall be for the election of Directors

Such notice shall include and identify the place, date and time of said meeting; and shall provide notice of the nominated candidates for the Board of the AGG and any and all other business as the Board may decide to put before the membership. The preceding year’s financial statement shall be available upon request to all members in good standing at or after the Annual Meeting.

### **Section 6. Voting**

Only certified members who have paid their annual dues may vote. The Secretary of the AGG shall certify members in good standing at least ten days before the annual meeting using the membership list maintained by the Secretary of the AGG. Such list shall be made available for inspection by any member of the AGG in good standing. All voting for Directors shall be by paper ballot.

## **ARTICLE V. BOARD of DIRECTORS**

### **Section 1. Powers, Duties, and Responsibilities**

The business, programs, activities, and affairs of AGG shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors of the AGG. The Board may delegate the management of the activities of the Corporation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Without limiting the foregoing, the powers, duties, and responsibilities of the AGG Board shall include the following:

- a) It shall maintain and encourage the identity and operation of the AGG
- b) It shall elect the Officers of the AGG from among the serving Board Members, with such election taking place at the Board Meeting immediately following the Annual election by the Membership that is held at the Annual Meeting for whichever board seats are being vacated.
- c) It shall determine and periodically review and revise the powers, duties and responsibilities of the AGG board.
- d) It shall obtain financing and determine the financial plan or budget of the AGG, and annually authorize and receive an audit of AGG's finances.
- e) It shall represent the AGG to the general public.
- f) It shall periodically review the AGG's programs in light of changing needs and priorities.
- g) It shall do long-range planning to address unmet program and organizational needs.
- h) It shall be responsible for maintaining the AGG's property and funds.
- i) It shall hire, and when necessary dismiss, employees of the AGG including the Executive Director of the AGG, if so established.

## **Section 2. Directors**

The AGG Board shall be composed of not less than nine (9) or more than fifteen (15) directors, always maintaining an uneven number. Starting at the Annual Meeting in 2009, the Directors shall be of and elected by the Membership of AGG in the manner described below, There cannot be more than one Director from an immediate family or from the same business serving on the board at the same time.

## **Section 3. Compensation**

No Director shall receive any fee for his or her services. This shall not include payments or honoraria to speakers and/or lecturers and/or instructors invited by the Board at AGG Conferences and/or other programs as may be approved by the Board. Otherwise, Directors may only be reimbursed for reasonable expenses incurred with approval of the majority of the Board upon presentation of receipts.

## **Section 4. Tenure and Rotation; Vacancies**

- a) The Directors shall be elected annually to serve terms of approximately two-years in accordance with the following schedule: Initially for organizational purposes, half minus one of the Directors shall be elected to a two year term, and half plus one shall be elected

to a one-year term. Henceforth, all directors shall be elected to a term spanning two annual meetings.

- b) Directors may serve three consecutive terms and are not eligible to serve again as a Director until they have been off the AGG Board for at least one year.
- c) A Director's term begins at the Board meeting held just after the Annual Meeting of the AGG Membership at which she/he is elected and continues until the end of the second Annual Meeting after his/her election and until a successor is chosen.
- d) Upon their election to the Board, all currently serving directors are eligible to be elected to any office of the AGG with the exception of President and Vice-President. Before being elected President or Vice-President a Director must have served on the Board for at least six (6) months.

### **Section 5. Removal of Inactive Directors**

If a Director misses two consecutive quarterly meetings of the AGG Board without an excuse acceptable to 2/3rds of the Board of Directors, such Director shall be automatically removed as a Director. The Secretary of AGG shall be responsible for notifying the AGG Board and the removed Director upon the occurrence of any such automatic removal.

### **Section 6. Resignation or Removal**

A Director may resign by submitting his or her notarized resignation to the AGG Secretary, who shall then notify the rest of the Board. A Director shall be removed for cause, by the affirmative vote of two-thirds of the entire Board at a Board Meeting or absolute two-thirds of the entire Membership, with voting taking place at the Annual Meeting. A Director whose removal is to be considered shall receive at least five days notice of such proposed action and shall have the opportunity to address the Board regarding such action prior to any vote on such removal.

### **Section 7. Vacancies**

Vacancies in the Board of Directors shall be filled by appointment by the Board. Directors thus appointed shall serve for the remainder of the vacated term and until his or her successor is duly elected and qualified.

### **Section 8. Meetings - Quorum**

- a) There shall be quarterly Meetings of the AGG Board.
- b) Meeting by Telephone. The Board of Directors may participate in a meeting of the Board of Directors by means of a telephone conference call or any other means of communication by which all persons participating in the meeting are able to hear each other. Minutes of said meeting will be prepared by the Recording Secretary for distribution to all Directors.

- c) The meeting in each fiscal year that coincides with the Annual Conference shall be designated as the Annual Meeting, at which time the Directors of the AGG Board shall be elected by the membership for the next fiscal year.
- d) The AGG Board shall from time to time determine the time and place of regular Board meetings.
- e) The purpose of the regular meetings of the AGG Board is to conduct the official business of AGG.
- f) Special meetings of the AGG Board may be called by the President or upon written request of one third of the Directors.
- g) Prevailing Robert's Rules of Order shall be used unless it is not in keeping with these By-laws. A ruling from the President shall be final unless overruled by a two thirds vote of the Directors.
- h) Two thirds of the entire AGG Board shall constitute a quorum.
- i) The vote of two thirds of the Directors present at a meeting at which a quorum is present shall be the act of the AGG Board.

## **ARTICLE VI. CONFLICTS OF INTEREST**

No contract or other transaction will be allowed between the AGG and any of its Directors, or between the AGG and any other corporation, firm, association or other entity in which any of its Directors are directors or officers, or have a substantial personal, professional, political or financial interest, except as otherwise provided for in these bylaws.

## **ARTICLE VII. OFFICERS**

### **Section I. Officers**

The Officers of the AGG Board shall be a President, Vice-President, Secretary, and Treasurer. The Officers shall be elected by the Board from among the Directors. The AGG Board may elect such other officers as it may, from time to time, deem necessary, with such duties and powers as the AGG Board determines. Officers shall be elected at the Annual Meeting of the AGG Board, which follows immediately the annual meeting of the membership, and shall hold office for one year, until their term ends or until their earlier resignation or removal. No person may simultaneously hold more than one office.

## **Section 2. Duties**

In addition to the specific duties described below, each AGG officer shall perform all duties incident to the office to which she/he is elected and shall perform other duties and have such other powers as the AGG Board may from time to time describe.

**President:** Subject to the control of the Board of Directors, the President shall be the Chief Executive Officer and Chair of the Board of Directors of the AGG carrying out the tasks necessary to achieve the purposes and goals of the AGG. The President prepares an agenda for the regular and special meetings of the AGG Board. He/she shall have the general supervision, direction and control over the affairs and property of the Corporation and over its several officers, and prepare a report on the state of the Corporation for presentation at the annual meeting of members, and shall have such other powers and perform such other duties as may be delegated by the Board of Directors from time to time. The President, where appropriate, will represent the Corporation to the public and other organizations or ensure that such representation occurs. The President serves as the President of the Executive Committee and is an ex-officio member of all committees of the Board except the Nominating Committee.

**Vice-President:** The Vice-President, in the absence of the President, performs all the duties of the President. The Vice-President generally assists the President.

**Secretary:** The Secretary is responsible for recording the proceedings of the meetings of the AGG Board, keeping records of attendance, issuing notices of meetings, maintaining and preparing accurate minutes for distribution as designated by the AGG Board, and seeing that permanent documents, such as Committee meeting minutes, originals or copies of all reports, correspondence, and other records of the corporation which are necessary in documenting the activities of the Corporation, are kept safe. He/she shall have such other powers and perform such other duties as may be delegated by the Board of Directors.

**Treasurer:** The Treasurer is responsible for seeing that the funds received and expended for AGG are handled in accordance with good business and accounting practices and with the policies authorized by the AGG Board. The Treasurer (and the Executive Director, (if created)) shall establish and maintain an accurate accounting and reporting system; deposit, or cause to be deposited all monies in the name and to the credit of the Corporation. Other responsibilities of the Treasurer include: seeing that financial reports, annual reports, annual budgets, and audits are prepared as requested by the AGG Board; ensuring that copies of such financial data of the AGG as requested by the Board are available to the membership at its annual meeting on a timely basis; assuming responsibility for all securities; and serving as Chair of the Finance Committee. The Treasurer shall be bonded and shall be authorized to sign all checks for AGG. He/she shall have such other powers and perform such other duties as may be delegated by the Board of Directors.

**Executive Director:** Executive Director (if created) shall work with the President to prepare an agenda for the regular and special meetings of the AGG Board; work with the treasurer to establish and maintain an accurate accounting and reporting system; and shall have such other powers and perform such other duties as may be delegated by the Board of Directors from time to time.

### **Section 3. Tenure and Rotation; Vacancies**

- a) All officers shall serve a term of approximately one (1) year. Each person elected as an officer shall continue in office until the next election of officers following the expiration of his or her term and until his or her successor shall have been duly elected and qualified or until his or her earlier death, resignation or removal in accordance with these Bylaws.
- b) All officers may serve two consecutive elected terms and are not eligible to serve again in that particular office for at least one year. One's ability to serve as an officer is contingent on election to the Board of Directors.
- c) An officer's term begins with the Annual Meeting of the AGG Board at which she/he is elected and continues until the next Annual Meeting after his/her election and until a successor is chosen.
- d) Vacancies in the Officers shall be filled by appointment by the Board. Officers thus appointed shall serve for the remainder of the vacated term and until his or her successor is duly elected and qualified

### **Section 4. Nominations and Voting for Officers**

- a) Each Director that seeks to be elected as an officer of the AGG shall be nominated or nominate themselves at the first Director's meeting following the annual election by the membership. Each candidate may submit a written statement that includes the office they are seeking and their goals, etc., or may make a verbal statement at the meeting.
- b) There need not be more than one candidate for each office.
- c) A nominee must receive a majority of the Directors' votes to be elected to the office in question (i.e. with nine directors, a candidate must receive at least 5 votes). If no one receives a majority on the first vote, the directors shall continue to re-ballot until one candidate receives a majority.
- d) All voting shall be by paper ballots.
- e) The office of president shall be filled first; followed by the vice-president, secretary and then treasurer.
- f) A nominee that is unsuccessful in his/her bid for one office may be nominated or nominate themselves for another office as the voting proceeds.

- g) The election is not over until all offices are filled by a qualified director in accordance with the tenets of these bylaws.

## **ARTICLE VIII. AGENTS, CONTRACTS**

### **Section 1. Agents and Representatives**

The AGG Board may appoint agents and representatives of the AGG with such powers to perform acts or duties on behalf of the AGG as the Board may see fit, as far as may be consistent with these By-Laws and to the extent authorized by law.

### **Section 2. Contracts**

The AGG Board, except as otherwise provided in these Bylaws, may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of, and on behalf of the AGG. Unless so authorized by the Board, no Officer, Member, agent, or employee shall have any power or authority to bind the AGG by any contract or engagement, or to pledge its credit, or render it liable pecuniary for any purpose or for any amount, without approval and/or ratification by the AGG Board.

## **ARTICLE IX. NOMINATIONS AND ELECTIONS**

### **Section 1. Committee Composition and Term of Office**

The Nominating Committee shall consist of 3 members, none of whom are Directors, and all of whom are nominated by the President with the advice and consent of the AGG Board. The Board must vote to approve them. The committee's primary function shall be to select and nominate candidates. It shall confirm that candidates are willing to stand for election and serve on the Board of Directors. The Nominating Committee shall make its report to the Secretary at least 45 days before the date of the election. The Secretary shall forward, by email or other means, to each Individual Member a list of all candidates at least 30 days before the date of the election. Committee members serve for one year.

### **Section 2. Nominating Process**

The Nominating Committee will name one or more candidates for the open position(s) of Director(s), but not less than a number of candidates equal to the number of open positions plus one additional candidate and confirm each candidate's willingness and eligibility to serve if elected. The Nominating Committee shall invite nominations from the floor at the annual meeting.

At a time two months or more in advance of the General Meeting, the names of the nominees, and a statement, for office will be published to the membership by the Nominating Committee through the website of the AGG. From the slate of nominated Directors and from any nomination from the floor, the Membership-at-large will elect the new Directors by voting for a number of Directors equal to or less than the number of Director positions to be filled. The nominees that secure the most votes will fill the open positions.

At the first meeting of the new Board, held immediately following the Annual Meeting, nominations will be taken from among the acting Board Members for the four officer positions: President, Vice-president, Secretary, and Treasurer.

### **Section 3. Elections**

All voting for Directors shall be completed at the Annual Meeting. Members must be in attendance to vote. Nominees, with the exception of severe extenuating circumstances, must be present to be elected. The Board of Directors shall determine prior to such time as the voting is to be held, if the extenuating circumstances are sufficient to warrant possible election without a nominee present.

- a) Election to the AGG Board shall be by ballot at the Annual Meeting by the Membership-in-attendance. A plurality vote is required to elect Directors to the Board. If all positions are not filled and there is a tie for the last position/s, a second plurality vote will be held with the remaining nominees.
- b) At the annual meeting of the Board of Directors, held just following the annual meeting of the membership, an election of Officers shall be by ballot.

## **ARTICLE X. COMMITTEES**

### **Section 1. Membership**

Each member of the AGG Board shall serve on at least one AGG Standing Committee. Individual Members may be named to committees as regular voting members. The Chairpersons shall be appointed by the President of the AGG with the advice and consent of the Board of Directors, and said Chairperson will then select his /her committee members with the advise and consent of the Board unless otherwise stipulated herein.

### **Section 2. Standing Committees**

General Provisions. The Board of Directors shall appoint nine (9) standing committees: (a) Executive, (b) Finance, (c) Conference, (d) Education, (e) Scholarship, (f) Nominating, (g) Membership, (h) Long-Range Planning, and Bylaws. These committees are primarily responsible for formulating recommendations to present to the AGG Board and for carrying out responsibilities assigned to them by the AGG Board. The AGG Board shall vote on any recommendation made by any committee. If the vote is affirmative, the AGG Board will empower the appropriate person/s to execute or administer each recommendation.

Recommendations should be circulated to members of the AGG Board at least two weeks prior to the meeting of the AGG Board at which such recommendations are to be considered. The Executive Director, if created, or the employee shall attend all Board meetings except when matters concerning his/her employment are to be discussed. No AGG employee can be a voting member of any committee.

With the exception of the committees further defined in this Article below, and/or elsewhere in these Bylaws, the responsibilities, powers, number of members and methods of reporting for each standing committee will be described in the Standing Rules of the AGG. The minutes of committee meetings must be forwarded to the Secretary.

**a. Executive Committee**

The Executive Committee shall be comprised of the officers. This committee shall have power to act between meetings of the AGG Board, to make recommendations to the Board, and to carry out special responsibilities assigned to it. Authority remains with the AGG Board. Minutes shall be kept of each meeting that shall be read to the next meeting of the AGG Board. At its next meeting, the AGG Board must ratify any interim action taken by this Executive Committee or such action will be overturned.

**b. Finance Committee**

The Treasurer shall be the Chair of the Finance Committee. The Committee shall recommend to the AGG Board policies that will govern the management of the financial affairs of AGG and ensure that such policies are adequately funded. It shall also fulfill the following specific duties:

- 1) It shall ensure that capital funds accounts if created and operating budget accounts are kept separately and that each account is audited annually by a Certified Public Accountant.
- 2) It shall oversee the investment of capital funds unless this responsibility is delegated to another committee by the AGG Board.
- 3) It shall assume the responsibility for fund-raising assigned to it by the AGG Board.
- 4) It shall participate in the formulation of the budget, as shall the Chair of each of the Standing Committees.
- 5) As necessary, it shall review budget estimates and make recommendations to the AGG Board regarding the allocation of available funding approved by the AGG Board.
- 6) The Finance Committee shall make a written accounting of the finances of the preceding fiscal year of the organization and make it available to the Audit Committee sixty (60) days prior to the Annual Meeting and to the membership upon request at the annual meeting.
- 7) An Audit Committee shall review annually all the financial records of the organization. The Board shall take nominations from the floor at the annual meeting. The Membership shall then vote for three nominees. By sixty (60) days prior to the Annual Meeting the Treasurer shall see that the Audit committee members receive the financial reports for the previous fiscal year. The Audit Committee shall report their findings to the membership at the following annual meeting. No currently serving Board Member may serve on this committee and no committee member may serve two consecutive years.

### **c. Conference Committee**

The Conference Committee shall be responsible for the planning and execution of the Annual Meeting. This shall include, but not be limited to: Program, Auction, Members Exhibition, Stained-Glass Tours, Registration, Hotel arrangements, Meals, Budgeting and other issues relating to the annual conference.

### **d. Education Committee**

The Education Committee shall assist and advise the AGG Board on educational programs carried out by the AGG and shall consider resources in effectively planning and carrying out these programs. It shall advise the AGG Board on the presenters, teachers, and/or staff, if necessary, and budget required to carry out such programs. It shall make recommendations to the AGG Board on policies concerning the educational services and programs of the AGG. The Chair of the Education Committee shall sit on the Program sub-committee of the Conference Committee and the Website committee.

### **e. Scholarship Committee**

The Scholarship Committee shall be responsible for annually announcing the scholarship deadline and requirements, screening potential scholarship recipients, seeing that scholarship monies are paid and seeing that the recipients are posted on the AGG website. The Scholarship Chair shall sit on the Auction sub-committee of the Conference Committee.

### **f. Nominating Committee**

The Nominating Committee shall consist of 3 members, none of whom are Directors, and all of whom are nominated by the President with the advice and consent of the AGG Board. The Board must vote to approve them. The committee's primary function shall be to select and nominate candidates. It shall confirm that candidates are willing to stand for election and serve on the Board of Directors. The Nominating Committee shall make its report to the Secretary at least 45 days before the date of the election. The Secretary shall forward, by email or other means, to each Individual Member a list of all candidates at least 30 days before the date of the election. Committee members serve for one year.

### **g. Membership Committee**

The Membership Committee shall be responsible for outreach to members, maintaining an updated membership list and bringing members' concerns to the attention of the Board.

### **h. Long Range Planning Committee**

The Long Range Planning Committee shall assist and advise the AGG Board on the future development of the AGG and suggest methods and means for the AGG to accomplish its goals and maintain its mission. It shall make recommendations to the AGG Board on policies concerning the services and programs of AGG. It shall also be responsible for the following: It shall study the consequences of AGG programs and services and make appropriate recommendations for actions

and policies to the AGG Board. It shall facilitate procedures by which the membership may recommend their own programs and make recommendations on such procedures to AGG's Board. It shall assist the AGG Board in creating budgets for programs it recommends. The immediate past-president shall be Chair of this committee.

### **i. Bylaws Committee**

The Bylaws has a minimum of five (5) and a maximum of nine (9), none of whom are Directors or Officers. The President is an ex-officio member of this committee, but has no vote. Any member-in-good-standing can institute a change to the bylaws by sending suggestions to the Bylaws Committee at least 180 days before the annual meeting at which the proposed amendment/s will be considered. It is up to the discretion of the bylaws committee to recommend any amendment to the membership. Bylaws changes must be approved by a two-thirds (2/3) affirmative vote of the entire membership. Members must be given at least 45-days notice on any proposed changes. All ballots must be in the form of signed paper ballots. A PDF will be made available on the website to all members. Completed ballots may be received by the Bylaws Committee before the conference or hand delivered at the conference.

### **Section 3. Term of Office**

The chairperson and each member of a Standing Committee shall serve until his or her successor is appointed or until such committee is sooner terminated, or until he or she is removed, resigns, or ceases to qualify as a member of such committee. The chairperson and each member of an Ad-hoc Committee of the Board of Directors shall serve for the life of the committee unless he or she is sooner removed, resigns, or ceases to qualify as a member of such committee.

### **Section 4. Task Groups or Ad-Hoc Committees**

Task groups, Ad-hoc, or other special committees may be appointed as deemed necessary by the AGG Board.

### **Section 5. Meetings and Minutes**

Each committee Chair, in consultation with the President of AGG, shall plan meetings of his/her committees. Committees shall meet often enough to carry out their responsibilities. Official minutes shall be kept and circulated to all members of a committee. A copy of those minutes shall be forwarded to the Secretary of the AGG.

### **Section 6. Quorum and Voting**

A majority of the committee members shall constitute a quorum. A majority of committee members present at a meeting at which a quorum is present shall be the act of a committee.

## **ARTICLE XI. DISSOLUTION**

Upon the dissolution of the American Glass Guild, Inc., whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, in such amounts as the Board of Directors may determine, exclusively to educational organizations which would then qualify under the provisions of Section 501(c)(3) of the IRS Code, or to the United States, or a State or local government, for a public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purpose.

## **ARTICLE XII. AMENDMENTS**

Any member-in-good-standing can institute a change to the bylaws by sending suggestions to the Bylaws Committee at least 180 days before the annual meeting at which the proposed amendment/s will be considered. It is up to the discretion of the bylaws committee to recommend any amendment to the membership. Bylaws changes must be approved by a two-thirds (2/3) affirmative vote of the entire membership. Members must be given at least 45-days notice on any proposed changes. All ballots must be in the form of signed paper ballots. A PDF of the ballot will be made available on the website to all members. Completed ballots may be received by the Bylaws Committee before the conference or hand delivered at the conference.

## **ARTICLE XIII. INDEMNIFICATION**

Directors' and volunteers' liability. The personal liability of volunteer directors and officers of the corporation is eliminated to the fullest extent permitted by law. The corporation assumes all liability to any person other than the corporation or its members for all acts or omissions of a volunteer director or officer or of a non-director volunteer incurred in the good faith performance of duties as a director or officer or volunteer occurring on or after the date this Article is adopted by the corporation. Any repeal or modification of this Article shall not adversely affect any right or protection of a volunteer director or officer or of a non-director volunteer of the corporation pursuant to this Article existing at the time of any acts or omissions occurring before the effective date of the repeal or modification.

**DATE OF ADOPTION: APRIL 5, 2008**