

Bylaws
of the
Kay Bain Weiner Glass Art Educational Foundation

I
Mission Statement

The mission of this Foundation is to stimulate and promote interest in the glass art industry through educational projects.

II
Ethics Statement

By accepting an appointment to this volunteer organization, board members agree to abide by the Bylaws of the Kay Bain Weiner Glass Art Educational Foundation while observing ethical standards.

Board members must avoid situations in which personal interests or the interest of others might be served, or financial benefits gained, at the expense of colleagues. It is incumbent upon any Board member to disqualify himself/herself immediately whenever even the appearance of a conflict of interest exists.

Board members must distinguish clearly in all actions and statements between their personal philosophies and attitudes and those of the Foundation, acknowledging the formal position of the Board.

Board members must respect the confidential nature of the Foundation's funds, balanced by awareness of, and compliance with, applicable laws governing freedom of information.

Board members are expected to participate in the activities of the Foundation with dignity, fidelity, and integrity.

III
Board Composition

The Board shall consist of a sufficient number of voting members to carry out its mission. There shall be no more than ten voting members. There may be additional non-voting members.

The voting members shall include persons from the glass art industry who have expressed interest in pursuing the mission of the Foundation.

The Board may establish one or more advisory boards or committees.

IV
Membership Responsibilities and Terms of Office

Initial Board members have been selected for a three-year term. Thereafter, each member shall be elected by the Board members for a two-year term. Members may be elected for consecutive terms. There shall be a Chairperson and a Vice-Chairperson who shall be responsible for the organization and management of the Board, as described in Paragraphs V and VI, below. The Chairperson and Vice-Chairperson shall be elected to a two-year term only by the majority of votes submitted by the voting members. Voting shall take place at the annual March meeting.

There shall be an election every two years to select the new Chairperson and Vice-Chairperson. Each officer shall hold office until his/her successor has been duly approved. Nominations for Chairperson and Vice-Chairperson shall be submitted to the Board at the Board meetings no less than two months prior to the March election. Candidates for Chairperson and Vice-Chairperson shall be permitted, at their discretion, to announce their candidacy and goals for the coming term, prior to the actual March vote. Elections by written ballot shall be held at the March meeting. Written proxies shall be offered in a timely manner to all voting members, but votes must be received by the Chairperson prior to the March election.

V
Chairperson

The Chairperson's role and responsibilities include:

- a) Chairing the meetings and helping to design and prepare each meeting's agenda.
- b) Providing leadership for the creation of ideas that assist the Foundation in attaining its goals.
- c) Creating ad hoc committees as needed and serving as a voting member of all committees.
- d) Nominating or appointing, as appropriate, Chairpersons of standing and ad hoc committees, with due respect to the opinions of other Board members.
- e) Communicating, as may be practical, with the membership to seek ideas and programs for inclusion and discussion at upcoming meetings.
- f) Sitting as a member of each committee.

VI
Vice-Chairperson

The Vice-Chairperson shall perform the duties of the Chairperson when the Chairperson is absent or unable to act in the role and/or carry out the responsibilities set forth above. The Vice-Chairperson shall have the voting privileges accorded the Chair. The Chairperson shall have the privilege of calling upon the Vice-Chairperson at any time to help in carrying out the responsibilities of the Chairperson.

VII
Removal from Board

Any member elected or appointed by the Board may be removed by a majority vote of the Board whenever in its judgment the best interests of the Board would be served thereby. Only members in good standing shall be permitted to vote.

VIII
Board Vacancies

Potential new members may be invited by current members to be guests at meetings. When a vacancy on the Board exists, the Secretary may receive nominations for new members from present Board members two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board conference call announcement, to be voted upon at the next Board conference call. These vacancies will be filled only to the end of the particular Board member's term.

IX
Regular Meetings

Regular meetings or conference calls of the Board shall be held as needed. A quorum shall require a majority of the voting members in good standing to be present.

X
Committees

Committee work will involve members of the Board as needed in constructive endeavors in pursuit of the Board's mission. Each committee will be expected to report at each meeting, as appropriate. Committees shall act in pursuit of the Foundation's mission statement, with the Chairpersons of each committee to be charged with the general pursuit of the particular Foundation mission of his/her committee group. Committees shall reach out into the glass art industry or

community and its various organizations to both convey information about the Foundation and to return with information regarding the activities of the community or industry organization and ways in which the Foundation may advance the missions and programs of the Foundation by participating in all such community organizations. Committee Chairpersons shall be encouraged to join or attend community or industry organizations related to committee work, if practical.

XI ***Minutes***

Minutes shall be prepared and distributed for each conference call or meeting.

XII ***Financial Administration***

Fiscal year. The fiscal year of the Foundation shall be January 1-December 31, but may be changed by resolution of the Board.

Checks, drafts, etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board or of any committee to which such authority has been delegated by the board.

Deposits and accounts. All funds of the Foundation not otherwise employed shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board or any committee to which such authority has been delegated by the Board may select, or may be selected by any other officer or agent of the Foundation to whom such power may be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Foundation, checks, drafts, and other orders of the Foundation may be endorsed, assigned, and delivered on behalf of the Foundation by any officer or agent of the Foundation.

Investments. The funds of the Foundation may be retained in whole or in part in cash or be invested and reinvested on occasion in stocks, bonds, or other securities, as the Board in its sole discretion may deem desirable, without regard to limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments and which are permitted to organizations exempt from Federal income taxation under section 501 (c)(3) of the Internal Revenue Code.

