

## **NATIONAL CAMBRIDGE COLLECTORS, INC.**

### **BY-LAWS**

#### **ARTICLE I – MEETINGS**

##### **Section 1: Regular Meetings**

The regular meetings of the organization shall be held during the months of March, June, August and November, at such time and place as the Board of Directors shall designate.

##### **Section 2: Annual Meeting**

The annual meeting shall be held in June for the installation of elected Directors, the presentation of annual reports and transaction of other business. The term of Directors shall officially begin at the close of business of the annual meeting.

##### **Section 3: Special Meetings**

Special meetings of the organization may be called by the President or by a majority of the Board of Directors upon written notice to the Secretary at least five days in advance of said meeting.

##### **Section 4: Quorum**

The majority of the active members in good standing present shall constitute a quorum at any meeting of the organization.

##### **Section 5: Rules of Order**

The Board of Directors shall establish rules of order for all meetings.

#### **ARTICLE II – DUTIES OF OFFICERS**

##### **Section 1: President**

The President shall appoint all committees, preside at all meetings of the organization and the Board of Directors, and perform such other duties as ordinarily pertain to such office. The President shall be ex-officio member of all committees except the Nominating Committee. He shall, immediately upon taking office, appoint a Sergeant-at-arms.

In the event a vacancy exists in the office of President, the Vice President shall assume the office and title of President during the unexpired term of the President.

##### **Section 2: Vice President**

The Vice President shall have the duty of familiarizing himself with all organization affairs. He shall work under and in cooperation with the President and shall preside at meetings in the absence of the President.

##### **Section 3: Secretary**

It shall be the duty of the Secretary to keep the official record of all members, voting and honorary, provide verification of voting members as required, record the attendance at meetings of the organization, record and preserve the minutes of such meetings, make the required reports and perform such other duties as customarily pertain to such office.

##### **Section 4: Treasurer**

It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the organization at its annual meeting and at any other time upon demand by the Board of Directors and to perform such other duties as pertain to this office. He shall collect all dues and funds of the organization and deposit them in a bank or depository named by the Board of Directors. Upon his retirement from office, he shall turn over to his successor or to the President, all funds, books and accounts, or any other organization property in his possession.

##### **Section 5: Salary of Officers**

Officers shall serve without compensation. If any officer shall be required to furnish a bond, the cost of said bond shall be paid by the organization.

#### **ARTICLE III – BOARD OF DIRECTORS**

##### **Section 1: Meetings**

The President shall be Chairman of the Board. He shall call regular meetings of the Board at least quarterly. He shall call a special meeting within five days after receiving a written request by three or more Board Members.

##### **Section 2: Functions**

The Board shall be responsible for the appropriation of all funds of the organization and shall, through the President or other duly authorized member of the Board, approve all vouchers before payment by the Treasurer. It shall designate the bank or depository in Guernsey County, Ohio for funds of the organization, approve all investments of funds of the organization and determine the amount of any bond which shall be given by the President and Treasurer. It shall receive and approve budget and the annual audit of the financial transactions of the organization. It shall pass on all projects recommended by the project committee, which must be approved by a two-thirds vote of the entire Board.

It shall pass upon all grievances, defaults and complaints by or against a member, and may take such action as it

deems appropriate on behalf of or against such member. It may, for good cause, declare an office vacant, upon two-thirds vote of the entire Board.

### **Section 3: Succession**

At each election of Directors, the candidate who receives the greatest number of votes, yet is not elected to the Board, shall be designated the First Alternate; providing such candidate has been named on at least 20% of the ballots cast in that election.

If no candidate meets the requirements in paragraph #1 of this section, there shall be no First Alternate. If two or more candidates are tied for the position of First Alternate, the Board of Directors shall choose a First Alternate from among those tied candidates.

If a vacancy occurs on the Board of Directors, the First Alternate shall fill the vacancy and shall complete the term of the person he/she has replaced. If the First Alternate cannot or will not serve on the Board of Directors, or if there is no First Alternate, the President, with the approval of two-thirds of the Directors present, shall appoint a member of the NCC to fill said vacancy.

The First Alternate shall serve as such until the next election of Directors or until he/she assumes a seat on the Board of Directors according to paragraph #3 of this section.

### **Section 4: Quorum**

A majority of the Members of the Board shall constitute a quorum.

### **Section 5: Resignation of Board Members**

All resignations from the Board, except for those covered under Article X, shall be made in writing to the President.

## **ARTICLE IV – APPOINTED OFFICERS**

The President, immediately upon taking office, shall appoint a Sergeant-at-arms. It shall be the duties of the Sergeant-at-arms to preserve order at all times and perform such other duties as ordinarily pertain to this office.

## **ARTICLE V – COMMITTEES**

Such committees as are necessary to manage the affairs and mission accomplishment of the organization shall be appointed by the President and/or the Board of Directors and shall conform as necessary to the divisional responsibilities articulated in the Constitution, Article V.

## **ARTICLE VI – ELECTION OF DIRECTORS**

### **Section 1:**

(a) The Directors of the organization shall be elected by mail, prior to the annual meeting each year.

(b) Each year, the President shall appoint a Nominating Committee of at least three members. The Chairman shall be the immediate Past President, if then an active member of the organization. Should the immediate Past President be unable to chair this committee, the Board of Directors shall appoint a Chairperson, selected from the members of the committee.

(c) At the November meeting prior to the annual meeting, the Nominating Committee shall present a report, giving the number of Directors to be elected and presenting one or more nominations for each vacancy, at which time additional nominations will be entertained from the floor.

(d) The consent of any nominee must be obtained prior to his/her nomination.

### **Section 2:**

(a) At least 90 days prior to the annual meeting, a ballot containing all nominees for Board vacancies will be mailed to the entire voting membership. This ballot must be returned to the National Cambridge Collectors, Inc. no later than seven days prior to the annual meeting.

(b) The results of this ballot shall be announced at a membership function prior to the annual meeting.

(c) The nominees receiving the largest number of votes so cast shall be declared elected for the term of office beginning at the close of business of the annual meeting.

### **Section 3: Election of Officers**

Officers shall be elected as provided in Article V of the Constitution.

(a) This shall occur at a special meeting of the newly established Board of Directors, at a time which shall not exceed thirty days after the annual meeting.

(b) All nominees for office must have previously agreed to accept their nominations.

(c) Officers shall assume duty immediately upon their election.

(d) In the event of a tie vote, if one of the nominees is the incumbent, then the incumbent nominee prevails. If neither of the nominees is the incumbent and a tie vote ensues, the board members will take a 10 minute recess to reflect and then vote again. If this second vote still results in a tie, then a decision will be reached by either a coin toss or drawing a name out of a hat.

#### **Section 4:**

The Board of Directors shall consist of 12 members elected from the roll of active voting members. The term of office shall be for 4 years.

#### **ARTICLE VII – MEMBERSHIP SUPPORT PARTICIPATION**

##### **Section 1: Annual Support**

The organization's mission accomplishment is largely funded through the generous support of its members. NCC conducts an Annual Fund campaign for financial support. Specific levels of support participation will be determined by the Board of Directors. All adult members (age 18 and over) of a participating household may be voting members in NCC (per the Constitution) and will be called Friends of Cambridge.

Participating households will be asked to remit their support within 90 days of the Annual Fund promotion. The Board of Directors will consider exceptions on an as-needed basis.

#### **ARTICLE VII – RESOLUTIONS & SUBSCRIPTIONS**

##### **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. Such resolution or motions, if offered at an organization meeting, shall be referred, without discussion, to the Board, which after having given consideration to the matter, shall submit its recommendation to the organization. Having received the recommendations of the Board, the organization may then proceed to take such action as it shall deem proper.

##### **Section 2:**

No assessments shall be permitted to be placed upon the membership of the organization, neither shall any person or organization be permitted to appeal for funds for any purpose whatsoever before a regular meeting of the organization.

#### **ARTICLE IX – TERMINATION OF MEMBERSHIP**

##### **Section 1:**

Resignation of any member when delivered in writing to the President or Secretary shall become effective immediately upon its acceptance by the Board, providing all indebtedness of such member to the club has been paid.

##### **Section 2:**

Any member owing dues or otherwise indebted to the organization for a period of thirty days from the date when same becomes due and payable may be suspended and deprived of all privileges of the organization. If he/she applies for reinstatement within sixty days from the date of such suspension and paid all amounts owing to said date, the Board of Directors may, at its discretion, reinstate the member to good standing; otherwise he shall stand dropped from the roll of members.

##### **Section 3:**

Any member who, by personal or business conduct, violates the principles or ethics of the organization may be expelled from membership by the Board of Directors by a two-thirds vote of the entire Board of Directors, at a meeting called for that purpose, provided that said member shall have been given ten days notice in writing of such pending action together with a copy of the complaint against him, and shall be given an opportunity for a full and fair hearing.

#### **ARTICLE X – AMENDMENT OF BY-LAWS**

##### **Section 1:**

These by-laws may be amended by a majority vote of the active members in good standing present and voting at any regular meeting of the organization, after recommendation by the Board of Directors or by any twelve active members, provided written notice of such proposed amendments shall have been given to all active voting members at least ten days prior to the meeting.

##### **Section 2:**

No amendments or additions to these by-laws shall be made which are not in conformity with the Organization Constitution.

#### **ARTICLE XI – STUDY GROUPS**

##### **Section 1: Application for approved status**

Any three or more members in good standing may make written application to this organization for recognition as an approved study group. Such application shall be reviewed by the Study Group Advisory Committee and a report shall be made to this organization recommending disposition of the application. The application shall include an initial membership list, designated contact representative of the study group and such other information deemed necessary for the official record.

##### **Section 2: Names of Study Groups**

The name of an approved study group shall be, "Study Group Number \_\_\_ of National Cambridge Collectors, Inc." Study groups shall also be encouraged to adopt an additional common name of their choice.

**Last Amended: November 2011 (to reflect change in Board nominating timing)**

### **Section 3: Members of Study Groups**

All members of an approved study group must be members in good standing of this organization and shall have a sincere interest in the study and collecting of Cambridge Glass. No additional membership requirements shall be made or imposed by any study group.

### **Section 4: Frequency of Meetings**

Approved study groups are encouraged to hold a minimum of eight study group meetings each year for the purpose of studying Cambridge Glass or closely related subjects.

### **Section 5: Study Group Reports**

Each study group shall submit reports from time to time to the Study Group Advisory Committee for the purpose of maintaining the official record of the activities of the study groups. The report shall include any changes in the membership or designated contact representative of the study group, a summary of activities and subjects discussed and other matters specified by the Study Group Advisory Committee.

### **Section 6: Authority to Commit**

A study group shall have no authority to commit this organization on any matter.

### **Section 7: Termination of Study Groups**

Termination of the approved status of a study group shall become effective upon acceptance by the organization of a recommendation of discontinuance by the Study Group Advisory Committee. Such a recommendation shall be made:

- (a) If requested in writing by the members of the study group.
- (b) For non-compliance with the rules and regulations of this organization.
- (c) Due to inactivity for a period exceeding six months.
- (d) Due to conduct which violates the principles or ethics of this organization, provided that the contact representative shall have been given ten days notice in writing of such pending action, together with a full statement of the reason for the recommendation, and shall have been given an opportunity for a full and fair hearing.