

OFFICIAL BYLAWS OF THE STAINED GLASS ASSOCIATION OF AMERICA



REVISED:

June, 1983

Palo Alto, California

AMENDED:

July, 1985

Toronto, Ontario

June, 1987

Corning, New York

June, 1988

Indianapolis, Indiana

June, 1992

Chicago, Illinois

June, 1993

Pasadena, California

July 1994

St. Louis, Missouri

July, 1998

Houston, Texas

July, 2001

Seattle, Washington

January, 2003

St. Augustine, Florida

June, 2005

Denver, Colorado

June, 2006

Louisville, Kentucky

June, 2007

Charlotte, North Carolina

June, 2009

Oklahoma City, Oklahoma

June, 2010

Kansas City, Missouri

June, 2011

Syracuse, New York

June, 2013

Indianapolis, Indiana

June, 2014

Excelsior Springs, Missouri

Table of Contents

ARTICLE I. -- NAME.....	2
ARTICLE II. -- OBJECTIVES.....	2
ARTICLE III. – MEMBERSHIP	2
Section 1: CATEGORIES.....	2
Section 2: RIGHTS AND PRIVILEGES, REGULATION, AND MAINTENANCE OF MEMBERSHIP	3
Section 3: APPLICATION FOR MEMBERSHIP	4
Section 4: CHANGE IN MEMBERSHIP STATUS.....	5
ARTICLE IV. – DUES AND FINANCE.....	6
Section 1: ANNUAL DUES.....	6
Section 2: DUES.....	6
Section 3: BUDGET.....	6
Section 4: AUDIT.....	6
Section 5: UNBUDGETED EXPENDITURE.....	6
Section 6: FISCAL YEAR	6
ARTICLE V. – OFFICERS	7
Section 1: OFFICERS	7
Section 2: QUALIFICATIONS	7
Section 3: TERM OF OFFICE	7
Section 4: VACANCY IN OFFICE	7
Section 5: DUTIES OF OFFICERS	7
ARTICLE VI. – NOMINATIONS AND ELECTIONS.....	9
Section 1: NOMINATIONS	9
Section 2: ELECTIONS	9
ARTICLE VII. – MEETINGS	9
Section 1: GENERAL MEMBERSHIP CONFERENCE.....	9
Section 2: GENERAL MEMBERSHIP MEETINGS	9
Section 3: SPECIAL MEETINGS	9
Section 4: QUORUM	9
Section 5: VOTING.....	9
Section 6: STAFF ATTENDANCE.....	10
Section 7: CANCELLATIONS	10
ARTICLE VIII. – EXECUTIVE BOARD.....	10
Section 1: COMPOSITION.....	10
Section 2: DUTIES	10
Section 3: MEETINGS.....	11
Section 4: QUORUM	11
ARTICLE IX. – COMMITTEES	11
Section 1: CLASSIFICATION AND DUTIES.....	11
Section 2: APPOINTMENT	11
ARTICLE X. – PUBLICATIONS.....	11
Section 1: THE <i>STAINED GLASS</i> QUARTERLY	11
Section 2: EDITOR.....	11
ARTICLE XI. – ASSOCIATION SEAL	11
Section 1: IDENTIFICATION OF THE SEAL	11
Section 2: USE OF THE SEAL.....	11
ARTICLE XII. – DISSOLUTION.....	12
ARTICLE XIII. – PARLIAMENTARY AUTHORITY.....	12
ARTICLE XIV. – AMENDMENT/REVISION	12
Section 1: AMENDING BYLAWS	12
Section 2: REVISING BYLAWS	12

ARTICLE I. -- NAME

The name of this Association will be the Stained Glass Association of America, hereinafter referred to as the Association.

ARTICLE II. -- OBJECTIVES

The objectives of the Association are:

- To function as the recognized organization of distinction and to conduct its affairs in a manner that will reflect credit upon its image and craft;
- To maintain the highest possible standards for excellence in craftsmanship, integrity, and business practices;
- To provide facilities offering active membership participation, extensive craft training, organizational and craft-related information, trade-related consulting, and documentary services;
- To research and develop new products, processes, and techniques for the advancement of innovative craft expression;
- To act as the authoritative historian and archivist for its craft in America;
- To defend and protect its craft against unwarranted regulation restricting its freedom of use as an architectural art form.

ARTICLE III. -- MEMBERSHIP

Section 1: CATEGORIES

The categories of membership in the Stained Glass Association of America are as follows:

A. ACCREDITED PROFESSIONAL

There are three (3) classes of Accredited Professional Membership.

1. STUDIO

Applicant will be an owner, partner, principal, or appointee of a business which designs, fabricates, repairs and/or restores leaded, stained, and/or decorative art glass.

2. ARTIST/DESIGNER

Applicant will be a professional who designs and/or paints glass for leaded, stained, and/or decorative art glass.

3. CRAFT SUPPLIER/MANUFACTURER

Applicant will be an owner, partner, principal, or appointee of a firm that actively distributes and/or manufactures materials and/or products used in the leaded, stained, and/or decorative art glass craft.

Accredited Professional Member applicants must:

- a. Have been in business for a minimum of four (4) years.
- b. Meet the IRS definition of professional: 70% of their income must be derived from their work in leaded, stained, and/or decorative art glass.
- c. Meet specific criteria established by the Membership Committee and provide supportive documentation of compliance.
- d. Have a general reputation for integrity, financial responsibility, business practices, and quality of craftsmanship that has been appraised to be such as to reflect credit upon the Association.

B. PROFESSIONAL

Applicant will be an individual or company which fabricates, repairs, restores, retails, manufactures, and/or distributes products/supplies for the leaded, stained, and/or decorative art glass craft.

Professional Member applicants must:

- a. Have been in business for a minimum of four (4) years.
- b. Meet the IRS definition of professional: 70% of their income must be derived from their work in leaded, stained, and/or decorative art glass.
- c. Meet specific criteria established by the Membership Committee and provide supportive documentation of compliance.
- d. Have a general reputation for integrity, financial responsibility, business practices, and quality of craftsmanship that has been appraised to be such as to reflect credit upon the Association.

C. AFFILIATE

Applicant will be anyone with an interest in leaded, stained, and/or decorative art glass.

D. EMERITUS FELLOW

The Executive Board may bestow the title of Emeritus Fellow Member on an individual who has been a voting member in good standing in the Association for at least fifteen successive years immediately prior to his or her nomination, and:

1. Has attained the age of 70 and is retired from the profession, or is so incapacitated as to be unable to work in the profession; and
2. Is recognized for his or her outstanding achievements and/or distinction in the Association and/or its craft.

Upon election an Emeritus Member shall relinquish any other form of membership held.

E. HONORARY

The Executive Board may bestow the title of Honorary Member on an individual who has rendered a distinguished service to his or her fellow man, country, profession, and/or to the Association.

Section 2: RIGHTS AND PRIVILEGES, REGULATION, AND MAINTENANCE OF MEMBERSHIP

A. RIGHTS AND PRIVILEGES

1. **ACCREDITED PROFESSIONAL MEMBERS** in good standing are entitled to:
 - a. A membership certificate;
 - b. A subscription to the Association's official publication, *The Stained Glass Quarterly*;
 - c. A written report of General Membership Meetings;
 - d. A copy of the Association's newsletter, *Kaleidoscope*, and all informational data distributed to the membership;
 - e. An invitation to attend General Membership Meetings and Conferences;
 - f. A full company listing in the Accredited Section and the Alphabetical Directory of *The Sourcebook* and a full company listing on the SGAA Website;
 - g. The opportunity to place a full-page or more advertisement in *The Sourcebook*;
 - h. The opportunity to participate in all marketing programs of the Association, including the *Call for Bid*;
 - i. The right to display the Association's *Seal of Accreditation* which will be the Accredited Professional Member Logo and must contain the seal of the Association.
 - j. The opportunity to serve on any committee;
 - k. The opportunity to serve as chairman of any committee;
 - l. The opportunity to be nominated to all elective offices;
 - m. The right to cast two (2) votes on all elections and business matters brought before the voting membership;
 - n. Access to all relevant trade information.

2. **PROFESSIONAL MEMBERS** in good standing are entitled to:
 - a. A membership certificate;
 - b. A subscription to the Association's official publication, *The Stained Glass Quarterly*;
 - c. A written report of General Membership Meetings;
 - d. A copy of the Association's newsletter, *Kaleidoscope*, and all informational data distributed to the membership;
 - e. An invitation to attend General Membership Meetings and Conferences;
 - f. A full company listing in the Alphabetical Directory of *The Sourcebook* and a full company listing on the SGAA Website, through *The Sourcebook*;
 - g. The opportunity to place one, ½-page advertisement in *The Sourcebook*;
 - h. The right to display the Professional Member Logo;
 - i. The opportunity to serve on some committees;
 - j. The opportunity to serve as chairman of some committees;
 - k. The opportunity to be nominated as a Director of the Association;
 - l. The right to cast one (1) vote on all elections and business matters brought before the voting membership;
 - m. Access to all relevant trade information.

3. **AFFILIATE MEMBERS** in good standing are entitled to:
 - a. A membership certificate;
 - b. A subscription to the Association's official publication, *The Stained Glass Quarterly*;
 - c. A written report of General Membership Meetings;
 - d. A copy of the Association's newsletter, *Kaleidoscope*, and all informational data distributed to the membership;
 - e. An invitation to attend General Membership Meetings and Conferences;
 - f. A personal name only listing in the Alphabetical Directory of *The Sourcebook* and on the SGAA Website, through *The Sourcebook*;
 - g. The right to display the Affiliate Member Logo;
 - h. The opportunity to serve on some committees;
 - i. The opportunity to serve as chairman on some committees.
4. **EMERITUS FELLOW and HONORARY MEMBERS** in good standing are entitled to:
 - a. A membership certificate;
 - b. A subscription to the Association's official publication, *The Stained Glass Quarterly*;
 - c. A written report of General Membership Meetings;
 - d. A copy of the Association's newsletter, *Kaleidoscope*, and all informational data distributed to the membership;
 - e. An invitation to attend General Membership Meetings and Conferences;
 - f. A personal name only listing in the Alphabetical Directory of *The Sourcebook* and on the SGAA Website, through *The Sourcebook*;
 - g. The right to display the appropriate member logo -- Emeritus Fellow Member or Honorary Member;
 - h. The opportunity to serve on some committees;
 - i. The opportunity to serve as chairman on some committees;
 - j. The opportunity to be nominated as a Director of the Association;
 - k. The right to cast one (1) vote in all elections and business matters brought before the voting membership;
 - l. Access to all relevant trade information.

B. REGULATION

No person may belong to more than one category of membership at one time.

C. MAINTENANCE OF ACCREDITED PROFESSIONAL STUDIO, ACCREDITED PROFESSIONAL ARTIST/DESIGNER, AND PROFESSIONAL

1. Accredited Professional Studio and Accredited Professional Artist/Designer Members must show their support of the Association and the craft by:

Attending the Annual Summer Conference at least once every three years; **and** any one of the three following;

 - a. Submitting a display board with images of work completed by them during the previous three years; **or**
 - b. Placing a full-page advertisement in *The Sourcebook*; **or**
 - c. Entering an Exhibition for the SGAA Annual Summer Conference when an Exhibition is planned.
2. Professional Members must show their support of the Association and the craft by:
 - a. Attending the Annual Summer Conference at least once every three years; **or**
 - b. Submitting a display board with images of work completed by them during the three previous years; **or**
 - c. Placing a one-half (1/2) page advertisement in *The Sourcebook*; **or**
 - d. Entering an Exhibition for the SGAA Annual Summer Conference when an Exhibition is planned.

Section 3: APPLICATION FOR MEMBERSHIP

- A. The Membership Committee will evaluate all properly prepared applications for Accredited Professional and Professional Memberships and make recommendations to the Board based on current SGAA Rules and Procedures.
- B. Applicants approved by the Board for membership will be published in the *Kaleidoscope* before the next General Membership Meeting. If no objections are received by the chairman of the Membership Committee, the new member will be presented to the membership during the First General Membership Meeting of the Annual Summer Conference.

- C. All applications for Affiliate Membership will be submitted to the Executive Office, who will then notify the Membership Committee. If there are no objections from the committee, new Affiliate Members will be published in the *Kaleidoscope*.

Section 4: CHANGE IN MEMBERSHIP STATUS

A. RESIGNATION

1. No member's resignation will be accepted by the Executive Board until all dues and obligations are paid.
2. A member may resign and still be considered in good standing by sending a letter of resignation to the Executive Office prior to July 15th. The resignation may be withdrawn in writing prior to its acceptance by the Executive Board.

B. CHANGE IN STATUS

A member may elect to change his or her category of membership provided the Membership Committee is satisfied that he or she meets the criteria of the new category. The Executive Office must be notified in writing.

C. REINSTATEMENT

1. A member who resigns in good standing may be granted reinstatement if a letter requesting reinstatement is received within two (2) years.
2. After two (2) years, a former member who resigned in good standing may apply as a new member but must meet the prevailing requirements of the membership category for which they are applying. The application must be approved by the Executive Board.

D. FORFEITURE

A member who forfeits membership for non-payment of dues cannot be reinstated until all past dues and obligations to the Association are paid.

E. DISCIPLINE

1. The Executive Board will elect an Ethics Committee, the members of which may not be members of the Executive Board, to receive all complaints and requests for reprimand, suspension, or expulsion of a member with cause.
2. Sufficient cause for reprimand, suspension, or expulsion includes:
 - a. Violation of SGAA Bylaws; and/or
 - b. Violation of SGAA Rules & Procedures; and/or
 - c. Violation of SGAA Code of Ethics; and/or
 - d. Any other conduct deemed by the Ethics Committee to be prejudicial to the best interests of the Association
3. Suspension or Expulsion requires a two-thirds (2/3) vote of the Executive Board.
4. All procedures will be conducted according to the current edition of *Robert's Rules of Order Newly Revised*.

F. TRANSFER OF MEMBERSHIP UPON SALE OF BUSINESS

Upon sale of an Accredited Professional or Professional Member's business, SGAA membership may be transferred to the new owners on a probationary basis under the following conditions:

1. The Executive Board must be notified in a timely manner of changes in ownership.
2. The membership will be probationary for a period of two (2) years during which time all rights of membership will be honored with the exception of the right to hold elective office.
3. During the probationary period, the new owner or an appointed representative must attend a regularly-scheduled General Membership Meeting of the Association.
4. The designated voting member will, whenever possible, remain the voting member of the firm until such time as a representative of the new owner makes him or herself known to the membership by attending a General Membership Meeting.
5. Upon completion of the probationary period, Accredited Professional or Professional Membership status may be granted upon the recommendation to the Membership Committee and approval of the Executive Board.

ARTICLE IV. – DUES AND FINANCE

Section 1: ANNUAL DUES

Annual Membership Dues are:

Accredited Professional Members	\$500.00
Professional Members	\$200.00
Affiliate Members	\$ 50.00
Emeritus Fellow Members	\$ 00.00
Honorary Members	\$ 00.00

Section 2: DUES

A. Date Payable:

1. Dues are due and payable on June 1st.
2. Dues not received by July 15th will be considered delinquent and all rights of membership will be suspended.
3. Dues may be received after July 15th with 10% late charges.
4. Dues not received by August 15th will result in forfeiture of membership, pending the approval of the Executive Board. Notice will be sent from the Executive Office.

B. Dues Increases:

To adjust for inflation, dues increases may be approved by a two-thirds (2/3) vote of the Executive Board at the Winter Business Meeting. Increases will not exceed 6% per year. All dues increases are subject to approval by the General Membership at the next General Membership Meeting.

C. Special Assessments:

The amount of any special assessments or fees will be approved by majority vote at any General Membership Meeting.

Section 3: BUDGET

- A. A proposed budget will be submitted by the Budget Committee to the Executive Board at the Winter Meeting for consideration and recommendation.
- B. Between the Winter Meeting and the Summer Conference, the Budget Committee will make any revisions in preparation for the Executive Board Meeting at the Summer Conference.
- C. The recommended budget will be submitted by the Budget Committee to the Executive Board at the first meeting of each Summer Conference for approval.
- D. The final approved budget is adopted by majority vote at the Second General Membership Meeting of the same Conference.

Section 4: AUDIT

- A. The financial records will be examined by an Auditing Committee composed of three (3) Accredited Professional Members elected at the First General Membership Meeting of the Summer Conference.
- B. The Auditing Committee will examine the financial books and reports covering the preceding fiscal year. The Auditing Committee Report will be presented at the Second General Membership Meeting for adoption.
- C. The financial records may be audited at any other time at the request of the Executive Board by a Certified Public Accountant approved by the Executive Board.

Section 5: UNBUDGETED EXPENDITURE

The President, upon receiving verification of available funds from the Financial Secretary, is empowered to authorize any unbudgeted expenditure, not to exceed \$500.00 which in his or her judgment is in the best interest of the Association.

Section 6: FISCAL YEAR

The fiscal year will be from June 1st through May 31st.

ARTICLE V. – OFFICERS

Section 1: OFFICERS

- A. The elected officers will be a President, a First Vice President, a Second Vice President, a Financial Secretary, a Recording Secretary and a Treasurer.
- B. There are to be six (6) elected Directors, three (3) Directors, elected annually.

Section 2: QUALIFICATIONS

- A. To be eligible for election, an Accredited Professional or Professional Member must be in good standing and will have held membership for at least one (1) year.
- B. To be eligible for the offices other than Director, candidates must have served as a member of the Executive Board for a term of not less than one year.
- C. To be eligible for the Office of President, First Vice President and Second Vice President, the nominee must be an Accredited Professional Member.

Section 3: TERM OF OFFICE

- A. Officers are elected for a term of one (1) year or until their successors are elected.
- B. No member may hold more than one office at a time.
- C. No elected officer will serve more than two (2) consecutive terms, except the Financial Secretary and Treasurer who may serve three (3) consecutive terms or until their successors are elected. The Financial Secretary and the Treasurer will be elected in alternate years.
- D. Directors are elected for a term of two (2) years. Directors may not serve consecutive terms but are eligible for other offices. If a Director is appointed to fill an unexpired term, he or she may be elected for another term. A Director will chair or be a member of one of the following committees: Publications, Marketing, Education, or Membership.

Section 4: VACANCY IN OFFICE

- A. A vacancy in the office of President will be filled by the First Vice President for the unexpired term. Should the office of the First Vice President be vacant, the Second Vice President will serve for the unexpired term.
- B. A vacancy in any other office may be filled by ballot vote of the Executive Board or a vote of the Executive Board may be taken by mail or telephone conference, which will have the force and effect of a vote taken at a meeting. A report of any action taken by mail or telephone conference must be verified and made a part of the minutes at the next meeting of the Executive Board.

Section 5: DUTIES OF OFFICERS

A. The President will:

1. Be the chief executive officer and official representative of the Stained Glass Association of America;
2. Preside at all General Membership and Executive Board Meetings and have general supervision of the affairs of the Association;
3. Appoint the chairmen of all Standing Committees, except the Auditing and Nominating Committees, with the approval of the Executive Board;
4. Appoint the Credentials, Elections, and Communications Committees prior to convening the First General Membership Meeting of a conference;
5. Make any necessary appointments, subject to the approval of the Executive Board;
6. Have the authority, with the approval of the Executive Board, to remove any appointee who fails to perform the duties of his or her assigned position;
7. Perform duties and functions that pertain to the office to the best of his/her ability;
8. Sign all contracts and instruments that have been properly authorized with the Recording Secretary and/or any other proper officer;
9. Report on the general condition of the affairs of the Association at the First Executive Board Meeting and the General Membership Meetings of each Conference;
10. Appoint members to the Budget Committee with the approval of the Executive Board.

B. The First Vice President will:

1. Assume and perform the duties of the President during his/her absence or disability;
2. Perform all duties and assignments as directed by the President or Executive Board;
3. Succeed to the office of President for the unexpired term in the event of a vacancy in that office;
4. Share the responsibility of the Publications Committee, the Education Committee, and the Restoration and Preservation Committee.

C. The Second Vice President will:

1. Perform the duties of the President in the absence and/or disability of both the President and First Vice President;
2. Serve in such other capacities as directed by the President or the Executive Board;
3. Succeed to the office of First Vice President for the unexpired term in the event of a vacancy in that office;
4. Share the responsibility of the Marketing Committee, the Membership Committee, and the Health and Safety Committee;
5. Serve as a member of the Budget Committee.

D. The Financial Secretary will:

1. Keep a duplicate set of records in the accounting software for the purposes of providing support for the office staff and maintaining a check and balance;
2. Receive all bills rendered, verify that they are a budgeted expense, and maintain a record of payment;
3. Have the authority to sign checks for the Association;
4. Review all monthly Financial Reports for accuracy and report accordingly to the Executive Board and the next General Membership Meeting;
5. Review quarterly financial reports for accuracy and approve for mailing to the Executive Board;
6. Supervise the timely and proper preparation and filing of all tax returns and documents required by law;
7. Serve as chairman of the Budget Committee and be responsible for preparation of the Annual Budget of the Association for presentation at the Winter Meeting;
8. Be bonded. Bond will be on file in the Executive Office.

E. The Treasurer will:

1. Monitor the financial operations of the Association;
2. Have the authority to sign checks for the Association in the event that the Financial Secretary is unavailable to sign;
3. Serve as a member of the Budget Committee;
4. Serve on the Long Range Planning Committee;
5. Be bonded. Bond will be on file in the Executive Office.

F. The Recording Secretary will:

1. Record minutes of all Executive Board, Special, and General Membership Meetings;
2. Be responsible for sending the minutes to the Executive Office within thirty (30) days following the meetings for distribution to the membership;
3. Be custodian of the official copies of the Membership Roster, Bylaws, and Manual of Rules and Procedures of the Association. The working copies will be maintained by the staff in the Executive Office;
4. Serve as a member of the Bylaws Committee.

ARTICLE VI. – NOMINATIONS AND ELECTIONS

Section 1: NOMINATIONS

A Nomination Committee of three (3) voting members, one of whom must be a member of the Executive Board, will be elected *viva voce* for a term of one (1) year at the Second General Membership Meeting of the Summer Conference. At least one (1) member of the Nomination Committee must be an Accredited Professional Member.

Nominations of members eligible for the Nominating Committee will be made from the floor at the First General Membership Meeting. Election of the Nominating Committee will be held at the same time as the election of Officers and Directors. Plurality will elect and the Accredited Professional Member receiving the highest number of votes will be chairman. No member may serve two (2) consecutive years on the committee.

A. Duties.

The Nominating Committee will consider the qualifications of all candidates proposed for office by the Committee or the General Membership.

B. Report.

The Nominating Committee will submit one (1) name for each office to be filled. A preliminary report is required to be filed at the following Winter Conference. The final report of the Nomination Committee will be rendered for publication by or before May 15th. Additional nominations may be made from the floor. All nominations must have the consent of the nominee. The President at the expiration of his term may choose to be a nominee for an elected Director.

Section 2: ELECTIONS

Election of officers will be by ballot at the Second General Membership Meeting. A majority of all votes cast for a particular office will elect. A plurality vote will elect Directors. There will be no proxy voting. Officers and Directors will assume their duties at the close of the Summer Conference. The election will be under the direction of the Elections Committee appointed by the President in advance of the opening of the Summer Conference. If there are no additional nominations from the membership, those presented by the Nominating Committee will be voted on *viva voce*.

ARTICLE VII. – MEETINGS

Section 1: GENERAL MEMBERSHIP CONFERENCE

A General Membership Conference not to exceed five (5) consecutive days will be held each year between June 15th and July 15th, the location to be determined by a majority vote of the members present at a preceding General Membership Meeting and the dates to be determined by the Executive Board.

The program for any General Membership Conference will be determined by the Conference Committee working in accord with the Association's Bylaws, Rules & Procedures, and the host of the conference. The use of any conference agency and attendant programming must be approved by the President.

Section 2: GENERAL MEMBERSHIP MEETINGS

Two (2) Annual Meetings will be held each fiscal year: a Summer and a Winter Meeting.

A. The Summer Meeting is the annual meeting of the Association for the purpose of electing Officers, Directors, and the Nominating Committee; receiving reports; amending bylaws; and other business that may properly come before it. It will be held on two (2) separate days during the General Membership Conference. The Summer Meeting will also include the General Assembly.

B. The Winter Meeting may be a Business Meeting of the General Membership not to exceed three (3) consecutive days and will be held between January 15th and February 15th, the dates and location to be determined by the Executive Board.

C. Official Call: Thirty (30) days' notice of any General Membership Meeting must be given to all members.

Section 3: SPECIAL MEETINGS

A special meeting of the Association will be called upon a two-thirds (2/3) vote of the Executive Board taken at a meeting, by mail or telephone conference. Thirty (30) days' notice of a special meeting must be given.

Section 4: QUORUM

A quorum for the transaction of business at any meeting will be a majority of the number of eligible voters who have registered as attending, irrespective of whether some may have departed.

Section 5: VOTING

No member may vote in more than one capacity and there will be no proxy voting.

Section 6: STAFF ATTENDANCE

The Parliamentarian and Executive Administrator should attend all meetings in an advisory capacity without the right to vote.

Section 7: CANCELLATIONS

In case of a national emergency, the Executive Board, by a two-thirds (2/3) vote in a meeting, by mail, or telephone conference, may cancel any meeting. All members must be notified of the cancellation and the Executive Board will provide for the election of officers by mail.

ARTICLE VIII. – EXECUTIVE BOARD

Section 1: COMPOSITION

- A.** The members of the Executive Board with full privileges are:
 - 1. Elected Officers,
 - 2. Elected Directors,
 - 3. Director of the Stained Glass School,
 - 4. Development Director.
- B.** The President will vote only in the event of a tie.

Section 2: DUTIES

- A.** The duties of the Executive Board include but are not be limited to the following:
 - 1. Administer the affairs of the Association;
 - 2. Carry out all lawful orders and instructions of the General Membership Meetings;
 - 3. Present to the General Membership Meeting recommendations and proposals it deems necessary for the good of the Association;
 - 4. Establish Rules and Procedures for committees, appointees, and employees;
 - 5. Approve date and registration fees for the General Membership Conference;
 - 6. Consider all appeals from decisions of the Ethics Committee;
 - 7. Approve to membership all applicants for Accredited Professional and Professional Membership;
 - 8. Accept all resignations that are in order and consider reinstatement if applied for within two (2) years;
 - 9. Consider initial and revised budgets with recommendations for adoption at the first General Membership Meeting;
 - 10. Approve by a majority vote any unbudgeted item in excess of \$500.00;
 - 11. Report to the members at the Annual Meeting all business transacted by the Executive Board;
 - 12. Appoint or engage such agents, attorneys, and others as deemed necessary;
 - 13. Review proper amendments to Association Bylaws and determine those to be presented at the General Membership Meeting;
 - 14. Review proposed resolutions and determine those to be presented at the General Membership Meeting;
 - 15. Conduct an annual election of the Association by mail if a national emergency precludes the holding of any General Membership Meeting;
 - 16. When expediency is called for, vote by mail or telephone conference, the results to be recorded in the minutes of the next General Membership Meeting;
 - 17. Engage an Executive Administrator who will:
 - a. Attend the General Membership Conference and all General Membership and special meetings in an advisory capacity.
 - b. Perform under the direction of the Executive Board such duties and assignments specified in his/her Employment Agreement.
 - 18. Engage an Editor who will be responsible, under the direction of the Executive Board, for the editorial supervision of the Association's official publications and perform such other duties and assignments specified in his/her Employment Agreement;

19. Engage a Professional Registered Parliamentarian who will:
 - a. Attend the General Membership Conference and all General Membership and special meetings in an advisory capacity.
 - b. Perform under the direction of the Executive Board such duties and assignments specified in his//her Employment Agreement.
20. Approve the President's appointment of a Development Director whose duties will include but not be limited to:
 - a. Locate and develop various sources of revenue for the Association.
 - b. Report to the Executive Board at each regular meeting concerning the status of the efforts of this office
 - c. Serve as an ex-officio member of the Publications Committee.

Section 3: MEETINGS

Regular meetings will be held in conjunction with the General Membership Meeting. Special meetings may be called by the President and will be called upon written request of a majority of the Executive Board.

Section 4: QUORUM

A majority of members constitutes a quorum of the Executive Board.

ARTICLE IX. – COMMITTEES

Section 1: CLASSIFICATION AND DUTIES

A. Standing Committees:

1. Standing Committees of the Association will be established by a General Membership Meeting and will continue to exist until a General Membership Meeting acts to terminate them.
2. Standing Committee chairmen will be responsible for his or her committee's actions and must submit an Activities Report to the General Membership Meeting and to the Executive Board at its request.
3. Each Standing Committee must perform within the confines of its budgeted allotment. Any cost in excess of budgeted funds must be presented to the Executive Board for consideration.

B. Special Committees

Special Committees of the Association can be established by a General Membership Meeting or the Executive Board and automatically terminate upon completion of the task for which they were established.

Section 2: APPOINTMENT

The chairmen of all committees, except the Auditing, Budget, and Nominating Committees, is appointed by the President. Members of committees may be appointed by the chairmen with approval of the President and serve for one year or until the committee terminates. The President is an ex officio member of all committees except the Nominating Committee.

ARTICLE X. – PUBLICATIONS

Section 1: THE *STAINED GLASS* QUARTERLY

The Association will publish an official publication entitled The *Stained Glass* Quarterly. Its purpose is to achieve supportive recognition and appreciation for stained and decorative art glass and to reflect credit upon the professional image of the Association's membership and upon the craft as a significant architectural art form.

Section 2: EDITOR

The Editor of the Association's publication is employed by the Executive Board in accordance with Article VIII, Section 2, a., 19.

ARTICLE XI. – ASSOCIATION SEAL

Section 1: IDENTIFICATION OF THE SEAL

A round emblem depicting an eagle encircled with the words "The Stained Glass Association of America 1903" is the design of the official seal. The number 1903 denotes the year in which this Association was founded.

Section 2: USE OF THE SEAL

The Association Seal is to be used to promote recognition of the Association and should be held in highest regard. Its use in Association promotions and logos must be approved by the Executive Board. When used in an Association logo, it must be displayed discriminately as a hallmark of excellence in craftsmanship, design, and quality of product.

ARTICLE XII. – DISSOLUTION

Upon the dissolution of the Stained Glass Association of America, the Executive Board, with the approval of the general membership, will, after making provision for the payment of all its liabilities, distribute all remaining funds to one or more regularly organized and qualified trade associations, and/or charitable/educational, and/or philanthropic organizations.

ARTICLE XIII. – PARLIAMENTARY AUTHORITY

The current edition of *Robert's Rules of Order Newly Revised* (RONR) will govern the proceedings of the Stained Glass Association of America in all cases not provided for in these Bylaws or the Manual of Rules and Procedures.

ARTICLE XIV. – AMENDMENT/REVISION

Section 1: AMENDING BYLAWS

These Bylaws may be amended at any General Membership Meeting by a two-thirds (2/3) vote provided the amendment has been submitted in writing to all voting members at least two (2) weeks prior to the meeting at which voting on such proposal is to take place.

These Bylaws may be amended by unanimous vote provided that previous notice has been given at an earlier meeting of the same conference.

Section 2: REVISING BYLAWS

These bylaws may be revised only upon the authorization of the general membership, who will elect a Special Revision Committee. The proposed revision will be submitted in writing to all voting members at least two (2) weeks prior to the meeting at which voting on the proposed revision will take place. A two-thirds (2/3) vote is required to adopt.