

**BYLAWS OF
CARDER STEUBEN CLUB INC.**

ARTICLE I - Name and Organization

Section 1. Name. The name of the organization is "The Carder Steuben Club Inc.", referred to as the "Club".

Section 2. Organization. The Club is organized as a voluntary not-for-profit organization under the laws of the State of New York and is qualified for exemption from tax under the United States Internal Revenue Code.

ARTICLE II – Objective

The Club's purpose is to provide a structure within which collectors, scholars, dealers and other individuals and organizations can exchange information about Steuben glass developed by Frederick Carder produced during the period from 1903 through 1933, and post-Carder or modern Steuben glass produced from 1933 through 2011. The Club provides its members with information and education about Steuben glass by serving as a forum for the interchange of ideas among members and presenting lectures and seminars to promote collecting, research and enjoyment of Steuben glass.

ARTICLE III - Membership

Section 1. Anyone, including collectors, scholars, dealers, organizations and friends who are interested in Carder Steuben may become members of the Club.

Section 2. The Board shall determine the membership levels and may choose to elect one or more Honorary Members of the Club to recognize those individuals who have made significant contributions to the research and collecting of Carder Steuben.

ARTICLE IV - Dues

Section 1. The annual dues by membership level shall be determined by the Board of the Club.

Section 2. The Treasurer shall send bills for the annual dues prior to the end of the calendar year.

Section 3. Members whose dues remain unpaid for 90 days after the beginning of the membership year are considered to have voluntarily withdrawn from membership and to

have resigned from any positions they may hold as officers, directors or committee members.

ARTICLE V - Officers and Directors

Section 1: The Board shall be comprised of the Officers and three (3) Directors all of whom shall be elected by the members present at the Annual Meeting.

Section 2: The Officers of the Club shall be the President, Vice President, Secretary, Treasurer, and Webmaster.

Section 2.1 No Officer shall serve in a specific office for more than four (4) consecutive years (retroactively, except to fulfill a term of office following adoption of these Bylaws), except for the Webmaster.

Section 2.2 No more than one member of a household may serve as an Officer or Director at the same time.

Section 2.3 Any Officer or Director may be removed if a minimum of six of the other Officers and Directors vote for his or her removal at a meeting of the Board.

Section 3: The Board shall transact the business of the Club and fill vacancies on the Board between elections, approve the budget, and decide all issues and questions not addressed by these Bylaws.

Section 4: The Officers shall serve for (2) two year terms and Directors shall serve for (3) three year terms or until their respective successors have been elected. The Board shall structure terms so that the terms of the Directors and the terms of the Secretary and Treasurer are staggered.

Section 5: The duties of the Officers are as follows:

Section 5.1 President: The President shall be the Chair of Board and shall, whenever possible, preside at all meetings of the Board. The President shall appoint all committees, may remove committee members, and shall be an ex officio member of each committee. The Committees shall report directly to the President, who shall periodically report the activities of such committees to the Board.

Section 5.2 Vice President: In the event of the absence of the President, the Vice President shall assume the duties of the President.

Section 5.3 Secretary: The Secretary shall keep an accurate record of proceedings of the Club, issue notices of meetings, record all applications for membership and maintain a correct list of members and their addresses.

Section 5.4 Treasurer: The Treasurer shall account for all funds received or paid by the Club. A financial report shall be made at the annual meeting and at such other times as requested by the President or the Board.

Section 5.5: Webmaster: The Webmaster shall maintain and update the website. A report regarding the website shall be made at the Annual Meeting and at such other times as shall be requested by the Board.

Section 5.6: In the absence of the President and the Vice President, the Secretary shall preside at meetings of the Board. In the Secretary's absence, the Treasurer shall preside.

Section 5.7: In order to conduct the business of the Board, a quorum must be present either in person or by phone. A quorum shall consist of a majority of board members.

Section 5.8: A vote of the majority present either in person or by phone at any meeting shall be required to pass any motion of the Board.

Section 5.9: A motion may also be passed without meeting if a majority of the Board email their approval to the President and Secretary, with copies to the other Board members.

ARTICLE VI - Meetings

Section 1. The annual meeting of Members of the Club shall be held in the fall of each year, in conjunction with the annual Carder Symposium. Notice of this meeting must be sent at least thirty days in advance.

Section 2. Other meetings and events sponsored by the Club may be held at such locations and times as may be determined by the Board. Generally these meetings will be held in conjunction with important exhibitions or glass conferences at which a number of Club members might normally attend.

Section 3. Special meetings of the Board may be called by the President or upon the written request of three members of the Board.

Section 4. A quorum of Members at meeting of Members shall consist of not less than (10%) ten percent of Members in good standing of the Club.

ARTICLE VII -Nominations and Elections

Section 1. The President shall appoint a nominating committee of not less than (2) two members. This nominating committee will submit a slate of candidates for each open position at the annual meeting. Additional nominations may be made by members from the floor.

Section 2. Elections

Elections shall be held at the annual meeting. Each member present shall be entitled to one vote for each position for which an election is held.

ARTICLE VIII - Rules of Procedure

Section 1. Rules. The rules of procedure contained in the then current edition of "Robert's Rules of Order Newly Revised" shall govern in all cases to which they apply when they are not inconsistent with these Bylaws or any special rules adopted by the Club.

Section 2. Amendments. These Bylaws may be amended by a two-thirds majority of the members voting at any meeting of the Club, or by a three-fourths majority of the Board voting at any meeting of the Board. Any Bylaw amendment approved by the Board may be rejected by a majority of the members voting at the next regular meeting of the Club.

Adopted September 20, 2013