

ARTICLE I NAME

1.1 The name of this corporation is: Florida Glass Dragons, Inc.

ARTICLE II PURPOSE

2.1 The objectives of the organization include the following: to promote the art of glass bead making and glass working techniques, educational initiatives on historical and contemporary techniques and trends including the promotion of studio safety; to support worthy causes; and to provide an enjoyable environment in which to share our common passion for glass.

ARTICLE III MEMBERSHIP

3.1 Membership in this organization shall be open on a non-discriminatory basis to all individuals 18 years or older who are interested in the art of glass and support the mission, goals, and objectives of the organization.

3.2 Membership dues are due at the time of application. The Board of Directors shall determine and set forth the qualifications, dues, term, and other conditions for membership and shall review these from time to time. Any changes are to be announced to the membership prior to the December meeting in the year of the change(s).

3.3 Membership in this organization requires that an application form be completed. Members may elect on the application form the amount of personal information which may be included on the Florida Glass Dragons' website. No Member's information is to be used or shared by any Florida Glass Dragons Member for the purpose of soliciting business or conducting sales. Use of information for these purposes is grounds for termination.

3.4 Types of membership shall be determined by the Board of Directors.

ARTICLE IV MEETINGS

4.1 An annual meeting of this Organization shall be held in January of each year, time and date to be set by the Board of Directors. The Members are to be notified. 4.1.1 At this annual meeting, newly elected board members will meet with the previous members of the Board of Directors for an organizational meeting at which time all pending matters before the board will be reviewed and all information necessary for a smooth transition will be shared. 4.1.2 A proposed budget will be presented for the upcoming year for approval by a majority vote of the Board of Directors and members present at the meeting.

4.2 Board of Director's Meetings: The Board of Directors will meet as necessary, the time and place to be determined by the Board of Directors.

4.2.1 All Members in good standing are to be notified of a Board of Director's meeting at least two weeks prior to the meeting.

4.2.2 Members may attend Board Meetings and observe but in order to participate members must be recognized by the Chair.

4.2.3 Special meetings of the Board of Directors may be called by the President or the Vice President acting in the capacity of the President or by any two Directors.

4.2.4 At Board of Directors meetings, a quorum consists of a majority of the members of the Board of Directors present at the meeting.

4.2.5 No proxy votes may be used.

4.2.6 The Board of Directors may utilize a contemporaneous communications system in which all participants in the meeting can hear each other; and participation in a meeting by this system constitutes the presence of the participant at the meeting.

4.2.7 Rules of Order. It is understood that in the transaction of its business, the meetings of the corporation, its board of directors and its committees may be conducted with informality. However, when circumstances warrant, any meeting or a portion of a meeting will be conducted according to generally understood principles of parliamentary procedure. The procedural reference authority for the corporation is designated as the latest edition of "Robert's Rules of Order".

4.3 General Meetings (Members)

4.3.1 Regular meetings of the members shall be held at least nine times per year, time and place to be determined by the Board of Directors.

4.3.2 Members shall be notified of meetings by e-mail and on the FGD website no later than two (2) weeks prior to the meeting.

4.4 Special Meetings of the members or directors may be called by the President or Vice-President acting in the capacity of the President. Notice of the meeting will be sent by postal mail or by e-mail no later than two weeks prior to the meeting. If an emergency meeting is to be held, notice shall be sent by e-mail or other means no later than 48 hours prior to the meeting.

ARTICLE V BOARD OF DIRECTORS

5.1 The business and property of this corporation shall be managed and controlled by a Board of Directors, also referred to herein as the Board. The Board of Directors shall consist of a minimum of five (5) Directors. Each Director's position is associated with an executive function as follows: President, Vice-President, Treasurer, Secretary, and Meeting Coordinator. The Board of Directors shall consist of those elected to the Board by the membership and those appointed to fill any vacancies during their terms of office.

5.2 Terms of Office: Directors shall serve a term of one year commencing at the annual meeting to be held in January in the year following their election and will be eligible to be re-elected for one more term.

5.3 Election: Directors shall be elected by a majority of votes cast by Florida Glass Dragons members in good standing and shall be elected from among those persons nominated as candidates for Director during the election process.

5.4 Vacancies: In case any director's position becomes vacant due to death, resignation, retirement, disqualification or any other cause, the position shall be filled by appointment by a majority vote of the Board of Directors. Each person so appointed to fill a vacancy will remain a Director until the next scheduled election. A person filling such vacancy will be eligible to run for that office or any other available office subject to the regular nomination process. Time served in the vacancy will not be applied to the term limits of that office.

5.5 Removal of Directors: Any officer or Director may be removed for cause by a majority vote of the Board of Directors. A Director proposed to be removed will be entitled to at least ten (10) days notice in writing by mail and will be entitled to appear before and be heard by the directors. The decision of the Board is final. Should any Director be absent from three consecutive board meetings without sending communication to the President stating the reasons for such absence or if these reasons should not be accepted by the Directors, the Board may by resolution declare his/her seat vacant.

ARTICLE VI DUTIES OF DIRECTORS

6.1 President

6.1.1 Have and exercise general charge and supervision of the affairs of the corporation.

- 6.1.2 Preside over all board meetings and member business meetings;
- 6.1.3 Cause to be called regular and special meetings
- 6.1.4 Act as liaison between the corporation and the ISGB Regional Director
- 6.1.5 Perform financial activities with corporation checking account if the Treasurer is unable to perform this duty.

6.2 Vice President

- 6.2.1 At the request of the President or in the event of the absence of the President, the Vice President will perform the duties and possess and exercise the powers of the President.
- 6.2.2 The Vice President shall have such powers as determined by the Board.

6.3 Secretary

- 6.3.1 Oversee preparation and preservation of records of the corporation
- 6.3.2 Keep the minutes of proceedings of all Board meetings and membership business meetings and present to Board for approval and correction.
- 6.3.3 Oversee distribution of corporate information via email, the Florida Glass Dragons' website, or postal mail as determined by the Board
- 6.3.4 Keep track of votes presented when voting takes place at a meeting or by electronic means.
- 6.3.5 Maintain necessary correspondence of the corporation
- 6.3.6 Coordinate with the website coordinator
- 6.3.7 At the end of his/her term or if the office is vacated for any reason, he or she shall restore to the corporation all books, papers, vouchers, property of whatever kind in the Secretary's possession or under the Secretary's control belonging to the corporation.

6.4 Treasurer

- 6.4.1 Oversee custody of corporate funds and securities
- 6.4.2 Obtain and keep full and accurate accounts of all receipts and disbursements
- 6.4.3 Present oral reports to members during members meetings
- 6.4.4 Provide monthly written reports to Board members
- 6.4.5 Maintain corporation checking account
- 6.4.6 Collect membership dues and maintain list of members in good standing
- 6.4.7 Issue payments for authorized corporate expenses
- 6.4.8 At the end of his/her term or if the office is vacated for any reason, he or she shall restore to the corporation all books, papers, vouchers, money and property of whatever kind in the Treasurer's possession or under the Treasurer's control belonging to the corporation.

6.5 Meeting Coordinator

- 6.5.1 Help plan and carry out logistics for member's meetings and special events
- 6.5.2 Oversee meeting setup consisting of name tags, sign in sheets and greeter table
- 6.5.3 Oversee tear down of monthly meeting including clean up.
- 6.5.4 Handle logistics for any demos.
- 6.5.5 Coordinate member benefits such as discounts by vendors, group purchases, etc.

ARTICLE VII VOTING

7.1 Board Meetings

7.1.1 A simple majority of the Board of Directors present shall constitute a quorum for voting on issues before the Board.

7.1.2 Each Board member shall be entitled to one vote

7.1.3 Voting may be through a contemporaneous communications system.

7.2 Member Business Meetings and Special Meetings:

7.2.1 Notice of voting issues: Notification by e-mail to all members will take place at least two weeks prior to any voting issue of the corporation.

7.2.2 Members in good standing will each have one vote.

7.3 Method of Voting:

7.3.1 The method of voting at Board meetings, member meetings or special meetings shall be as determined by the Board of Directors.

7.3.2 Methods of voting may be by voice, roll call, general consent, or ballot.

7.3.3 Each Member in good standing present shall be entitled to one vote.

7.3.4 A vote will be decided by a simple majority of members present.

7.3.5 The secretary will announce and record in the minutes the results of the vote.

ARTICLE VIII ELECTION OF DIRECTORS

8.1 In August of each year, the president will request volunteers from the membership to form a nominating committee.

8.2 Three to five members will be appointed to the committee by the president, who will also choose the chair.

8.3 No member interested in running for an office shall serve on the nominating committee.

8.4 In September the committee will present the slate to the board of directors.

8.5 The Board of Directors will submit the slate to the membership by October.

8.6 Elections will be held in November.

8.7 Membership may vote for the slate or offer additional names for consideration.

8.8 Elections will be finalized and the names of the new Directors/Officers announced at the December meeting. The new Board of Directors will assume duties at the Annual Meeting in January of the year following the election.

8.9 Any member of the board of directors for whom an election is required is chosen from a group of nominees, with those nominees who obtain the greatest plurality of votes being elected.

8.10 Election of all positions is by plurality.

8.11 Nominations may be made by any member. Nominees must be 18 years of age or older, the nominee must have affirmatively consented to the nomination, or have elected one nomination if proposed for more than one office, and must be a member in good standing.

8.12 The election is to be conducted by ballots provided by mail or by e-mail. There shall not appear any place on such ballot that might tend to indicate the person who cast such ballot. The ballots are to be counted by a neutral party, a non-member of the Florida Glass Dragons.

ARTICLE IX CONTRACTS, CHECKS, DEPOSITS, FUNDS

9.1 Contracts. Only members of the Executive Committee of the Florida Glass Dragons may enter into a contract or execute and deliver any instrument in the name of the group. Approval by the Board is required.

9.2 Checks. The President and the Treasurer shall be empowered to sign checks on the Organization account.

9.3 All expenditures, including petty cash, must have receipts to document expenditures.

9.4 The President and Treasurer will be issued debit cards to be used for expenses related to activities of the Organization.

9.5 No Board member will be compensated, either monetarily or with special privileges.

ARTICLE X

The fiscal year of the Florida Glass Dragons shall be from January 1 to December 31

ARTICLE XI RECORDS AND BOOKS

11.1 Complete books and records shall be kept of the proceedings of the Organization.

11.2 Fiscal records will be kept by the Treasurer.

11.3 All other records will be kept by the secretary.

XII AMENDMENTS

12.1 Amendments to the Articles of Incorporation of the Corporation shall not be adopted unless each proposal is submitted to Board of Directors for a vote as to whether the proposal should be adopted.

12.1.1 Proposals may be initiated by a vote of the Board or by any two directors of the corporation.

12.1.2 A proposal must be presented for consideration at a meeting of the membership, be open to any amendments or other action as the board of directors approves.

12.1.3 No proposal to change the articles of incorporation is adopted unless two-thirds of the directors affirmatively vote with a quorum present at a meeting or with a quorum of ballots when voted upon by mail to approve the proposal. No change is effective until filed with the Florida Secretary of State as required.

12.2 Amendments to the Bylaws

12.2.1 These bylaws may be altered, amended, repealed or added to by a majority vote of the Members of the organization.

12.2.2 Vote must be held at a regularly scheduled meeting where notice has been given to all Members.

12.2.3 Voting may be in person or by electronic means such as email or electronic communication. A vote by email must be received by the Secretary by 6 p.m. the day before the meeting.