

**BYLAWS OF THE GLASS ART SOCIETY, INC.
2008**

**ARTICLE I: IDENTIFICATION AND STATEMENT OF PURPOSE
AND POLICIES**

Section 1.1 Name. The name of the Corporation shall be the *Glass Art Society, Inc.*

Section 1.2 Offices and Articles of Incorporation. The Corporation shall maintain one or more places of business at such locations as the Board of Directors may prescribe. All references in these Bylaws to the "Articles of Incorporation" shall be construed to mean the Articles of Incorporation of the Glass Art Society, Inc. as amended from time to time.

Section 1.3 Statement of Purpose. The purposes of the Corporation include, among other things: to encourage excellence and to advance the appreciation, understanding, and development of the glass arts worldwide; to encourage cooperation and free intercourse among artists, teachers, craftsmen, students, and others engaged in the promotion, production, technology, and aesthetics of glass; to collect data and conduct research in the field of glass; to create a greater public awareness in the field of glass and to distribute information in relation to glass; to publish periodicals and newsletters on glass; to solicit contributions and donations for carrying out its purposes; to conduct, sponsor, and coordinate workshops and conferences dealing with glass, for the benefit of its members and friends; and any other lawful activity permitted under its Articles of Incorporation and consistent with its status as a tax-exempt charitable and educational organization.

Section 1.4 Equal Opportunity Policy. The Corporation supports the principle and spirit of equal opportunity for persons based solely on individual qualifications and fitness, without regard to race, color, religion, gender, sexual orientation, age, national origin, handicap, or veteran status.

ARTICLE II: MEMBERSHIP

Section 2.1 Class of Members.

2.1.a. Members of the Corporation. Any person who is involved in the making, manufacture, production, retailing, selling, collection, exhibition or otherwise directly connected with original works of glass is qualified for membership in the Corporation. A person may become a Member by stating that he or she wishes to become a Member and by paying the membership dues in such amount as prescribed by the Board. Membership dues shall be paid by

each member within sixty days of the date upon which they become due. Any Member failing to pay his or her dues within this period shall cease to be a Member of the corporation. Upon payment of the prescribed dues, the defaulting Member shall be automatically reinstated.

2.1.b. Patrons. Patrons shall be those persons, businesses, institutions, and organizations who wish to further the purpose of the Corporation through additional financial support, but who do not wish to participate fully in its affairs. Anyone, regardless of past or present residence, occupation, or engagement is eligible to become a Patron. Patrons will receive such communications and privileges as prescribed from time to time by the Board.

Section 2.2 Rights of Membership. Members shall be entitled to vote, to hold office, and to enjoy all other rights and privileges as determined by the Board of Directors.

Section 2.3 Voting Rights. At all meetings of the Members of the Corporation, absent Members may vote by mail or email on specific issues in accordance with procedures to be determined by the Board of Directors.

Section 2.4 Meetings of Members.

2.4.a. Annual meeting. An annual meeting of the Members of the Corporation shall be held at such place and time as designated by the Board of Directors for the purpose of transacting such business as may properly come before the membership. Unless otherwise designated by the Board of Directors at least sixty (60) days in advance of the meeting, the annual meeting of the Members of the Corporation shall occur at the time and place of the Corporation's annual conference.

2.4.b. Special meetings. Special meetings of the Members of the Corporation may be called at any time by the Chairman of the Board of Directors, upon written request of one-third (1/3rd) of the Directors, or upon written request of ten percent (10%) of the voting Members of the Corporation. Such requests shall be submitted to the Chairman of the Board of Directors and shall specify the time and place as well as the purpose of the meeting.

2.4.c. Notice. Notice of the time and place of any annual or special meeting of the Members of the Corporation shall be provided to each Member in advance of such meeting, and shall state the place, date and hour of the meeting, and, unless it is the annual meeting, state the purpose for which the meeting is called. Notice of any meeting of the Members may be written or electronic. Notice of any meeting shall be given not fewer than ten (10) days nor more than sixty (60) days in advance of such meeting.

2.4.d. Quorum. At all meetings of the Members of the Corporation, a valid quorum for the transaction of business shall be one hundred (100) members or one-tenth (1/10th) of the total voting membership at the time the meeting is called, whichever is less.

ARTICLE III: BOARD OF DIRECTORS

Section 3.1 Composition. The Board of Directors shall consist of sixteen persons. To the extent possible, the composition of the Board should reflect the varied interests of the Members of the Corporation, and be comprised of approximately 75% artists. One of the sixteen members of the Board shall be a Student Representative. The Student Representative shall have voting privileges as a Director of the Corporation.

Section 3.2 Election.

3.2.a. Time of Election. At the time of the corporation's annual meeting, elections of Directors shall take place to fill all expiring or vacant positions.

3.2.b. Qualifications. All candidates for the office of Director must be members in good standing of the corporation.

3.2.c. Nomination. The Members shall be solicited for nominations for Director no less than seventy-five (75) days prior to the date of the election. Nominations by the Members shall then be submitted to the Nominating Committee of the Board, who will consider the qualifications of the persons nominated by the membership, as well as any other persons they deem appropriate, giving due regard to the factors identified in the foregoing Article 3.1. The Nominating Committee shall report its nominations for the office of Director to the Secretary of the Corporation or such other person as the Board may designate at least sixty (60) days prior to the date of the election of directors. The nominations made by the Nominating Committee of the Board shall appear on the ballot submitted to the Members at the annual meeting. Nominations for the office of Director may also be made by petition signed by not less than twenty (20) Members in good standing, to be received by the Secretary of the Corporation no less than twenty (20) days prior to the annual meeting of the Members. Any nomination by petition shall be forwarded to the Nominating Committee, the Board, and the Chairman of the Board, and the details of Members nominated by petition shall be included in the notice packet sent to Members in advance of the annual meeting in addition to persons recommended by the Nominating Committee.

3.2.d Membership Vote. If any seat on the Board of Directors is open for election at the time of the annual meeting, that position shall be filled by a vote of the membership. The vote of the membership may be made in person or by proxy. A Member may validly authorize another person to act for the Member as proxy at any meeting of the membership by transmitting a written authorization or email to the person who will be the holder of the proxy, provided that any such email be submitted with such information from which the Secretary can determine that the email was in fact authorized by the member. No proxy shall be valid more than eleven months after the date of its execution. A proxy may be revoked at the pleasure of the member executing it.

3.2.e Commencement of term. The term of a Director elect commences at the first regularly scheduled Board meeting following the Director's election to office.

3.2.f Classification of the Board. For purposes of election, the Corporation's Board of Directors shall be divided into three classes, and such Directors shall stand for election on a staggered basis. The first class of directors, who shall be known as the "Class A" Directors, shall stand for election in 2008, which is the first annual meeting following the Member's approval of a classified board. As of October 30, 2007, the Class A Directors are as follows:

The second class of directors, who shall be known as the "Class B" Directors, shall stand for election beginning in 2009. As of October 30, 2007, the Class B Directors are as follows:

The third class of directors, who shall be known as the "Class C" Directors, shall stand for election beginning in 2010. As of October 30, 2007, the Class C Directors are as follows:

The Student Representative to the Board shall be considered to be a member of the class of Directors whose term expires at the next annual meeting of the Members following the Student Representative's election. Thus, a Student Representative elected in the year 2007 shall be deemed to be a Class A Director, whose term expires in 2008. A Student Representative elected in 2008 shall be deemed to be a Class B director, whose term expires in 2009.

Section 3.3 Powers. The Board of Directors shall exercise all the usual powers of the Board of Directors of a Corporation. They shall make all the rules and regulations which they deem necessary and proper for the governing of the Corporation and for the orderly conduct of its affairs not inconsistent with the Articles of Incorporation and Bylaws of the Corporation. Directors are expected to attend the Corporation's annual convention and to participate in all meetings of

the Board. Directors-elect may attend all Board meetings held between the time of their election and the commencement of their term as participants with voice but no vote.

Section 3.4 Vacancy. Any vacancy on the Board of Directors that occurs prior to the expiration of a Director's term of service may be filled by a vote of the majority of Directors then in office. Nominations shall be submitted to the Chairman by the Nominating Committee within ten (10) days of the date that the Director position becomes vacant. Any Director appointed by the Board to fill a vacancy shall be considered to be a member of the same Class of Directors as the Director whose departure created the vacancy, and shall serve the remainder of such Director's term of service.

Section 3.5 Director Terms of Office.

3.5.a Student Representative Director. The term of office for a Student Representative Director is one year. A Student Representative shall stand for election at each of the Corporation's annual meetings. Student Representative may serve no more than three consecutive terms, for a total of three (3) years of service as a Student Representative on the Board.

3.5.b Director. The term of office for a Director of the Corporation is three years. A Director who has not been asked to serve as an officer of the corporation may serve no more than two consecutive terms, for a total of six (6) years service as a Director on the Board. Notwithstanding the provisions of this section 3.5.c, in the special circumstance where a Director has been asked to serve as an Officer of the Corporation at the end of his or her second three (3) year term, and such Director has expressed a willingness to serve, he or she shall be entitled to stand for election for an additional three (3) year term. In no event shall any Director serve more than nine (9) years total service as a Director on the Board.

Section 3.6 Meetings.

3.6.a Annual Meeting; Notice. The Board of Directors shall meet at least once a year. The meeting shall be held at the principal office of the Corporation or such other place as the Board of Directors shall designate from time to time.

3.6.b Special Meetings; Notice. Special meetings of the Board may be called by the Chairman of the Board or at the written request of one-third (1/3rd) of the Directors. Such request shall be submitted to the Chairman and shall specify the time and place as well as the purpose of the meeting. Notice of the time, place and purpose of any special meeting of the

Board shall be given by the Secretary by transmitting a copy of thereof to each Director at least three days before such meeting.

3.6.c Regular Meetings; Notice. Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors shall designate. Notice of such regular meetings need not be given.

3.6.d Waiver of Notice. Anything in this Article III notwithstanding, notice need not be given to any Director who submits a written waiver of notice signed by him or her on or before the time stated therein. Attendance of any such person at a meeting shall constitute a waiver of notice of such meeting, except when he or she attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the directors need be specified in any written waiver of notice.

Section 3.7 Quorum. At the meeting of the Board, a quorum for the transaction of business shall consist of at least one-third (1/3rd) of the Directors then in office. The business of the Board shall be transacted by a majority of the vote of all the Board of Directors present, and any action shall be deemed by the action of the full Board.

Section 3.8 Committees of the Board.

3.8.a. Executive Committee. The Executive Committee shall be comprised of the Directors of the Corporation who also serve as the Officers of the Corporation. The Executive Director of the Corporation shall serve as a non-voting member of the Executive Committee. The Executive Committee shall have the duties and powers specified by the Board of Directors from time to time.

3.8.b. Nominating Committee. There shall be a Nominating Committee appointed annually by the Board, at least ninety (90) days prior to the date of the election of the Directors, to make nominations to fill vacancies on the Board by the members and, unless the Board otherwise requests, to nominate officers for election by the Board for the following year. No more than two (2) members of the Nominating Committee may be members of the Executive Committee of the Corporation. The Nominating Committee shall report its nominations for Director to the Secretary of the Corporation or such other person as the Board may designate at least sixty (60) days prior to the date of the election of directors.

3.8.c. Ad hoc and Standing Committees. With the advice of the Board of Directors, the President shall establish such other standing and ad hoc committees as it deems appropriate to assist planning and conducting the affairs of the Corporation. All members and chairs of Committees of the Board must be members in good standing of the Corporation. Committee heads shall be appointed by the President of the Board and shall hold office at the pleasure of the Board. No person shall serve as Committee Head for a term greater than three years.

ARTICLE IV: OFFICERS

The officers shall be a President, a Vice President, a Secretary, and a Treasurer elected by the Board of Directors from their numbers. The terms, duties and powers of other such officers shall be determined by the Board of Directors. No person shall hold more than one office in the Corporation.

Section 4.1 Election. Nominations for officers shall be made by the Nominating Committee to the Chairman of the Board. The election of Officers shall be held by the Directors within seven (7) days of the election of the new Directors by the membership. Officers shall be elected to a one year term. Each Officer shall continue in office until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal. Any Officer of the Corporation may be removed, with or without cause, by a vote of a majority of the Directors then in office. Officers of the Corporation may be re-elected to office subject to the term limits described below.

Section 4.2 President. The President, who shall also serve as Chairman of the Board of Directors, presides over all the meetings of the Board of the Corporation. The President shall be the Chief Executive Officer of the Corporation and perform all acts required of an executive and presiding officer, subject to the control of the Board of Directors. No person shall serve as President for more than three one year terms. The President's term shall commence at the first board meeting after the President's election to that office.

Section 4.3 Vice President. The Vice President, in the President's absence, disability or refusal to serve, shall perform all duties of that office, and otherwise assist the President as requested. No person shall serve as Vice President for more than three one year terms. The Vice President's term shall commence at the first board meeting after the Vice President's election to that office.

Section 4.3 Treasurer. The Treasurer shall maintain copies of the Corporation's bank records, and shall liaise with the Executive Director on issues relating to the financial obligations of the Corporation. The Treasurer shall receive from the Corporation's auditors the Corporation's statement of the current financial condition, and shall cause the statement of current financial condition to

be published to the membership at the annual meeting of the Corporation. No person shall serve as Treasurer for more than three one-year terms. The Treasurer's term shall commence at the first board meeting after the Treasurer's election to that office.

Section 4.4 Secretary. The Secretary of the Corporation shall be responsible for keeping minutes of all the meetings of the Board of Directors of the Corporation. Copies of the Articles of Incorporation and By-laws together with all amendments shall be kept by the Secretary of the Board and at the office of Executive Director and made available to members upon request. No person shall serve as Secretary for more than three one year terms. The Secretary's term shall commence at the first board meeting after the Secretary's election to that office.

Section 4.5 Executive Director. The Executive Director is hired by and reports to the Board. The Executive Director has day-to-day responsibility for the Corporation, including carrying out the Corporation's goals and Board policy. The Executive Director shall have the power to sign all contracts authorized either generally or specifically by the Board of Directors unless the Board of Directors shall specifically require an additional signature. The Executive Director shall attend all Board meetings, report on the progress of the organization, answer questions of Board members and carry out the duties described in the Executive Director's job description. The Board may designate other duties as necessary. The Executive Director is a salaried employee of the Corporation, and serves at the pleasure of the Board.

Section 4.6 Vacancy. Any vacancy in office during the term shall be filled by a majority vote of the full Board until the next annual meeting.

Section 4.7 Compensation. The Board of Directors shall have authority to establish reasonable compensation for all salaried employees. The Officers of the Corporation, unless otherwise ordered by the Board of Directors, shall serve without compensation.

ARTICLE V: BOARD OF ADVISORS

Section 5.1 Composition. In order to obtain the benefit of specific knowledge of community contact, the Board of Directors may from time to time at its discretion appoint a number of people to serve as members of a Board of Advisors.

Section 5.2 Duties. The Board of Advisors shall assist the Board of Directors as requested on matters concerning the affairs of the Corporation.

Section 5.3 Powers. The Advisors are not to be members of the Board of Directors and shall not have the right to vote at any meeting of the Board.

ARTICLE VI: CONFLICT OF INTEREST POLICY

Section 6.1 Interested Party Transactions.

6.1.a. Definition. A Director, Officer or employee of the Corporation who is directly or indirectly a party to a transaction with the Corporation (an “interested person”) shall disclose the material facts of the transaction and his or her interest in or relationship to such transaction to the Board of Directors and to any committee of the Board considering such transaction prior to any action by the Board or such committee to approve such transaction. An interested person is “indirectly” a party to a transaction if: (1) a family member of the interested person is a party to the transaction; (2) an entity which is a party to the transaction is an entity in which the interested person or a family member has a material financial interest; or (3) an entity which is a party to the transaction is an entity in which the interested person or a family member is an officer, director or general partner.

6.1.b Procedures. An interested party transaction must be approved in good faith by the Board or committee of the Board by an affirmative vote of the majority of the disinterested directors after full disclosure of all material facts regarding the transaction. The interested party shall recuse himself from the room when the Directors deliberate and cast their votes regarding the transaction. If the interested party is a Director (“Interested Director”), his or her presence may be counted in determining whether a quorum of the Board of Directors or a committee of the Board is present. However, an Interested Director may not cast a vote when action is taken on the transaction.

ARTICLE VII: LIABILITY

7.1 Limits on Liability. No Director, Officer, committee member, employee or agent of the Corporation shall be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty; provided, however, that this paragraph shall not eliminate or limit the liability of any such person for (1) any breach of such person’s duty of loyalty to the Corporation or its members; (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, or (iii) for any transaction from which such person derived an improper personal benefit.

7.2 Indemnification. Each person who at any time is or shall have been a director, officer, committee member, employee or agent of the Corporation shall be indemnified by the Corporation in accordance with and to the full extent permitted by the New York Not-for-Profit Corporation Law and the New York

Business Corporation Law, as amended and supplemented. The foregoing right of indemnification shall not be deemed to be exclusive of any other rights to which a person seeking indemnification may be entitled under any agreement approved by the Board of Directors.

7.3 Insurance. If authorized by the Board of Directors, the Corporation may purchase and maintain insurance on behalf of any person to the full extent permitted under the New York Not-for-Profit Corporation Law and the New York Business Corporation Law as amended from time to time.

ARTICLE VII: NON-PROFIT STATUS

No member, director, officer, or employee of the Corporation shall receive at any time any of the net earnings or pecuniary profit from the Corporation, provided that this shall not prevent payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors, and no such person or persons shall be entitled to share in the distribution of any of the Corporations assets upon dissolution of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that upon the dissolution of winding up of the affairs of the Corporation. After all debts have been satisfied, all assets and property then remaining in the hands of the Corporation shall be distributed, transferred, and paid over in such amounts as the Board of Directors may determine exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of section 501 (c) (3) of the Internal Revenue Code of 1954 and its regulations as may hereafter be amended. Notwithstanding any of the provisions of these Bylaws, no member, director, officer or employee of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under section 501 (C) (3) of the Internal Revenue Code of 1954 and it regulations, as they now exist or as they may hereafter be amended.

ARTICLE VIII: AMENDMENTS

Other than bylaws adopted by the Members, the bylaws of the Corporation may be amended at any meeting of the Board of Directors by a vote of a majority of the full Board. The membership shall be notified of any changes in the bylaws of the Corporation within ten days of their approval. No bylaw adopted by the Members is subject to modification or repeal by a vote of the Directors.

ARTICLE IX: FISCAL YEAR

The fiscal year of the Corporation shall end on September 30th.

ARTICLE X: DISSOLUTION

In the event that the Corporation shall be dissolved for any reason, any remaining assets shall be distributed in accordance with the Not for Profit Corporations law of the state of New York.