

## BYLAWS OF GLASS-ED, INC.

### ARTICLE I - MEMBERS

- Section 1     Membership Eligibility. Any individual, whose interest is related or similar to that of GLASS-ED, INC., shall be eligible for membership.
- Section 2     Dues. The annual dues shall be fixed by the Board of Directors, and are payable in advance on or before January 1 of each year. Directors whose dues are not paid by January 1 may be removed from the Board at the discretion of the Board of Directors. Membership application may be submitted at any time to the Membership Chair. Membership shall become effective upon payment of dues. Members joining after the last show in October will be considered members for the remainder of that year and for the following calendar year. Annual dues, horse registration fees and Year End Award fees are not refundable.
- Section 3     Removal from Membership. Any member desiring to resign from the organization shall submit his/her resignation in writing to the Secretary, who shall present it to the Board of Directors for action. Any member may be removed by a majority vote of the Board of Directors for just cause shown.
- Section 4     Rights and Privileges. All rights and privileges of membership of this organization shall be given to Active members in good standing.

### ARTICLE II – DISTRICTS

- Section 1     There shall be six (6) districts based on the member's county of permanent residence. The districts shall become effective January 1, 2011, and shall be reviewed next in the year 2016, and every five (5) years thereafter.
- Section 2     District 1 shall include the following counties: Kent, Ottawa, Ionia, Clinton, Shiawassee, Genesee, Lapeer St. Clair, Macomb and all counties to the north.
- Section 3     District 2 shall include the following county: Allegan
- Section 4     District 3 shall include the following counties: Barry, Eaton, and Calhoun
- Section 5     District 4 shall include the following counties: Ingham, Livingston, Oakland, Jackson, Washtenaw, Macomb and Wayne
- Section 6     District 5 shall include the following counties: VanBuren, Berrien, Cass, St. Joseph, Branch, Hillsdale, Lenawee, Monroe, and all counties outside the state of Michigan
- Section 7     District 6 shall include the following county: Kalamazoo

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**ARTICLE III – OFFICERS**

Section 1 Officers and Duties. The officers of the organization shall be a President, a Vice-President, a Secretary, and a Treasurer. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by this organization.

Section 2 Elections. The officers of the organization shall be elected by a majority of the Board of Directors following the annual meeting and by January 1 of the following year.

Section 3 Term of Office. The officers shall be elected to serve for one (1) year or until their successors are elected, and their term of office shall begin at the close of the meeting at which they are elected.

Section 4 Office-Holding Limitations. No member shall hold more than one (1) office at a time. No member shall be eligible to serve more than two (2) consecutive terms in the office of President.

Section 5 Eligibility. A candidate for office must be a member in good standing and have attained the age of 18 years old by January 1<sup>st</sup> of their term of office.

Section 6 Vacancy in Office. The Vice President shall fill the vacancy of the office of President for the unexpired term. The Board of Directors may elect a Board member to fill vacancies for remaining offices for the unexpired term.

Section 7 Removal from Office. A motion from a Board member may initiate removal from office for just cause. The vote on removal must be adopted by two-thirds (2/3) vote of the entire board of directors, and must be voted upon by the next regular meeting.

Section 8 President

- A. Shall preside at all meetings of the organization.
- B. Shall be Chairman of the Board of Directors.
- C. Shall be an ex-officio member of all committees except the Nominating Committee.
- D. Shall be authorized to sign checks in the absence of the Treasurer.

Section 9 Vice President

- A. Shall assume the duties of the President in the latter's absence.
- B. Shall assist the President throughout the year.

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### Section 10 Secretary

- A. Shall be responsible for minutes of all meetings.
- B. Shall issue notices.
- C. Shall handle correspondence as assigned.

### Section 11 Treasurer

- A. Shall be custodian of all monies and securities of the organization.
- B. Shall pay expenses incurred by the organization.
- C. Shall keep a detailed account of the receipts and disbursements, and shall submit reports to the Board of Directors at each regular meeting.
- D. Shall submit records at least quarterly to the Audit Committee for review.
- E. Shall prepare an annual report by January 15 of each year and have the account audited by the Audit Committee. The transfer of the account to the incoming Treasurer shall be made no later than January 31.

Section 12 Fiscal Year. The fiscal year shall begin on January 1 and end on December 31 of each year.

Section 13 Transfer of Files. Immediately following the annual meeting, retiring Board of Directors members and Committee Chairmen shall transfer files and records to their successors. A Board of Directors member or committee Chairman vacating an office or committee Chair before expiration shall immediately transfer to their successor all records.

## **ARTICLE IV – MEETINGS**

Section 1 Annual Meeting. There shall be an annual meeting of the organization before December 1 of each year at a place to be approved by the Board of Directors. The annual meeting shall be for the purpose of electing the board of directors and for hosting the annual awards banquet.

Section 2 Special Meetings. Special meetings may be called by the President, a majority of the Board of Directors, or shall be called upon the written request of twenty-five (25) percent of the members. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least three (3) day's notice shall be given. No business shall be transacted except that mentioned in the call of the special meeting.

Section 3 Quorum. A majority of the Board of Directors shall constitute a quorum.

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**ARTICLE V – BOARD OF DIRECTORS**

**Section 1**    **Board Composition.**

- A.    The Board of Directors shall consist of a maximum of sixteen (16) members. Twelve (12) District Representatives and four (4) At-Large Representatives.
  
- B.    There shall be up to two (2) representatives from each district, with alternating terms of office, for a maximum of twelve (12) District board members. If there is no district representative elected, that board position will remain vacant until the next election or an at-large representative is able to fill that position.
  
- C.    There shall be up to four (4) at-large representatives, with alternating terms of one and two year terms of office. Those elected as at-large board members shall remain at-large board members the duration of their term, unless during their term, a district representative position opens in their resident district or an at-large member moves into a district that has an open district representative position. In either of those cases, the at-large representative will assume the district representative position.
  
- D.    Junior Board Representatives (age 17 and under) shall be appointed at the discretion of the Board of Directors. Junior Board Representatives shall not have voting privileges, and shall not be considered in determination of a quorum of the Board of Directors. The purpose of Junior Board Representatives is to represent the interests of GLASS-ED, INC. members, under the age of eighteen (18), in an advisory capacity.

**Section 2**    **Eligibility.** Directors shall be members in good standing and have regular access to Board e-mail correspondence.

**Section 3**    **Board's Duties and Powers.** The Board of Directors shall have general supervision of the affairs of the organization between its business meetings, fix the hour and place of meetings, make recommendations to the organization, and perform such other duties as are specified in these bylaws. The Board shall be subject to the orders of the organization, and none of its acts shall conflict with action taken by the organization. The Board of Directors has the power to enact and implement such rules, policies and procedures to fulfill its mission consistent with these By-Laws.

**Section 4**    **Board Meetings.** Unless otherwise ordered by the Board, regular meetings of the Board of Directors shall be held a minimum of four (4) times September through May, at a time and place specified by the Board of Directors. The subsequent meeting date shall be scheduled before the conclusion of the current meeting.

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The Secretary shall ensure the board meeting schedule is posted on the web page.

- A. Except as set forth hereafter, all regular meetings shall be open to the general membership.
- B. During any regular meeting of the Board, a “closed session” may be commenced or terminated by:
  - i) Order of the President, or
  - ii) An affirmative vote of 2/3 of the attending members.
- C. A closed session shall be attended only by board members. Minutes shall be recorded, and shall remain confidential except for:
  - i) An affirmative vote of ¾ of the attending members;
  - ii) Resolutions/Motions voted upon and their results, which shall be published in the regular minutes.

Section 5 Term. Board members shall serve for a term of two (2) years. At-large board members shall serve alternating two (2) and one (1) year terms. Junior Board representatives shall serve for a term of one (1) year.

Section 6 Vacancies. The Board of Directors may appoint a member in good standing to fill a vacancy for the unexpired portion of the term, if there is not an at-large representative eligible to fill the vacancy. A district representative vacancy must be filled by an eligible member from that district. If a member is not available, the position shall remain vacant until the next election. An eligible member from any district may fill a member-at-large vacancy.

Section 7 Removal. Any Director whose dues are not paid by January 1 of the year following the annual meeting may be removed from the Board at the discretion of the Board of Directors. Once a Director has missed three (3) meetings, all voting privileges are revoked. The Board Secretary will send a letter to the Director advising that three (3) meetings have been missed and that their voting privileges are revoked. If a fourth (4<sup>th</sup>) meeting is missed, the board member is removed from the Board of Directors. Any Director may be removed for just cause by a two-thirds (2/3) vote of the remaining Directors.

Section 8 E-mail and E-mail Voting.

- A. E-mail sent and received by board members on the GLASS-ED designated website shall be considered confidential, unless expressly deemed not to be by the sender. Forwarding, copying or otherwise transmitting the e-mail, in any form, shall be deemed a violation of such confidentiality and may constitute grounds for removal as a member of the board for “just cause”, as set forth in Section 7.
- B. E-mail voting shall be permitted when necessary. A ballot shall be sent to each Board member with a reply deadline noted. The President shall verify that the ballot was received by requesting a reply by Board members stating receipt of the ballot.

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**ARTICLE VI – COMMITTEES**

Section 1     Standing Committees. Standing committees may include, but are not limited to:

- A.     Awards
- B.     Omnibus
- C.     Newsletter
- D.     Education & Clinics
- E.     Expo
- F.     Membership
- G.     Pointkeeper
- H.     Show Management
- I.     Bylaws
- J.     Audit
- K.     Annual Meeting/Banquet
- L.     Annual Show
- M.     Nominating
- N.     Policies & Procedures

Section 2     Appointment. All committee members shall be GED members in good standing. The President, with the approval of the Board of Directors, shall appoint committee Chairpersons. While members may serve on committees, the Chair or Co-Chair must be a member of the Board of Directors. The Chairperson shall appoint committee members.

Section 3     Other Committees; President’s Ex-Officio Committee Membership. Such other committees, standing or special, shall be appointed by the President with the approval of the Board of Directors, as the organization shall from time to time deem necessary to carry on the work of the organization. The President shall be an ex-officio member of all committees except the Nominating Committee.

Section 4     Term. The term for each committee shall be one (1) year, except no member shall be eligible to serve more than two (2) consecutive terms on the Audit Committee.

Section 5     Vacancies. A GED member in good standing may fill any vacancy in a committee Chair for the unexpired portion of the term. The President shall make the appointment with the approval of the Board of Directors. The committee Chair shall fill a vacancy in the committee.

Section 6     Removal of Committee Chair/Member Removal of a committee Chairperson for just cause shall be made by the President with approval by the Board of Directors. Removal of a committee member for just cause shall be made by the committee Chairperson.

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### **ARTICLE VII – NOMINATIONS & ELECTIONS**

Section 1 Nomination of board members shall be held prior to the annual membership meeting. Nominations shall be closed four (4) weeks prior to the annual membership meeting.

Section 2 Elections shall be by electronic ballot emailed to each member, or by written ballot mailed to each member, and returned to the Nominations Committee Chairperson via US Postal Service mail or via email by the date stated. A majority vote shall elect. Where a clear majority is not evident, the balloting will be repeated on the two (2) candidates receiving the highest number of votes during the annual membership meeting.

Section 3 The term of office shall commence upon the adjournment of the annual meeting.

### **ARTICLE VIII – PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the organization may adopt.

### **ARTICLE IX – AMENDMENT OF BYLAWS**

These bylaws may be amended at any regular meeting of the organization by a two-thirds vote of the Board of Directors, provided that the amendment has been submitted in writing to the Board of Directors at the previous regular meeting.

### **ARTICLE X – DISSOLUTION**

Upon dissolution of the organization, the Board of Directors shall, after payment of all liabilities, distribute any remaining assets to institutions or projects designated by a majority of the Board of Directors at a meeting called for the purpose of dissolution. Assets shall be distributed for one or more exempt purposes within the meaning of 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

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Revision Adopted 6/20/2006  
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Revision Adopted 3/18/2007  
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