

AMENDED AND RESTATED BYLAWS GLASS ART SOCIETY, INC.

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 General Powers: The affairs of the Corporation shall be managed by, or under the direction of, the Board of Directors, which shall have all of the powers and duties enumerated in the Not-For-Profit Corporation Law of the State of New York as amended from time to time. (“NPL”). The Corporation shall not sell, mortgage, lease (for a term of five or more years) exchange or otherwise dispose of its real property or other assets that constitutes all or substantially all of the assets of the Corporation, unless authorized by the vote of two thirds majority of the Directors that constitute the entire Board.

Section 1.4 Statement of Purpose: The purposes of the Corporation are to encourage excellence and to advance the appreciation, understanding, and development of the glass arts worldwide 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 1.5 Equal Opportunity Policies: 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. This policy shall be followed in connection with all internal matter of corporate governance and operation including selection of Directors, Officers, and employees.

ARTICLE II: MEMBERSHIP

Section 2.1 Classes of Members: The Corporation shall have two classes of voting Members: Regular Members and Patron Members.

2.1a Regular Members: Any person or entity that is involved in the making, manufacture, production, retailing, selling, collection, and exhibition or otherwise directly or indirectly connected with original works of glass is qualified for membership in the Corporation.

2.1b Patron Members: Patrons shall be those persons, entities, 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. Patrons will receive such communications and privileges as prescribed from time to time by the Board.

2.1c Designation of Representative: Members that are not natural person shall designate one person as such person's representative for purposes of voting.

2.1d Dues: All Members shall pay membership dues in such amount as prescribed by the Board. Each Member shall pay membership dues within sixty (60) days of the date prescribed by the Board.

2.1e Additional Classes of Members: The Board may in its discretion change the classes of Members and/or establish additional classes of members with such rights and obligations as the Board shall prescribe.

Section 2.2 Rights of Membership: Members shall be entitled to vote, and in the case of natural persons or the designated representative of a Patron, 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 proxy on any issues in accordance with procedures to be determined by the Board of Directors. Proxies may be submitted electronically.

Section 2.4 Meetings of Members:

2.4a Annual Meeting: The annual meeting of the Members of the Corporation for the purpose of electing Directors of the Corporation shall be held each year at the Annual Conference of the Corporation, and at such time and on such day of the Conference as the Board shall determine provided however, if the Corporation does not hold a Conference in a given calendar year, then the annual meeting shall be held on such date and at such place and time as designated by the Board of Directors.

2.4b Special Meetings: Special meetings of the Members of the Corporation may be called at any time by the Board Chair, and shall be called by the Board Chair whenever requested to do so by 1/3rd of the members of the full Board or upon written request of ten percent (10%) of the voting Members of the Corporation. The Board Chair shall fix any reasonable time and place for holding any special meetings of the Corporation.

2.4c 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 or more than sixty (60) days in advance of such meeting.

2.4d 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 present in person or by proxy at the time the meeting is called, whichever is less.

ARTICLE III: BOARD OF DIRECTORS

Section 3.1 Compositions: The number of Directors constituting the Board shall be set from time to time by a majority vote of the full Board, but may not be fewer than twelve (12) nor more than twenty-one (21) plus the Student Representative. To the extent possible, the composition of the Board should reflect the varied interests of the Members of the Corporation, be comprised of approximately two thirds percentage (2/3rd %) artists and take into account the Corporation's stated policy in Section 1.5 hereof. Each Director shall hold office until his or her death, resignation, retirement, removal, disqualification or until a successor shall have been elected and qualified. The Student Representative shall have voting privileges as a Director of the Corporation.

Section 3.2 Elections:

3.2a Time of Election: At the time of the Corporation's annual meeting, the election of Directors shall take place to fill all expiring or vacant positions. The Student Representative who shall serve as a Director shall be elected as provided in Section 3.5(a) hereof.

3.2b Qualifications: All candidates for the office of Director must be natural persons and Members in good standing of the Corporation. The designated representative of any entity that is a Member in good standing may serve as a Director.

3.2c Nomination: The Board shall establish from time to time the process for determining nominations for Directors of the Corporation by the Nominating Committee. The Board and the Nominating Committee shall consider the qualifications of the persons nominated, giving due regard to the factors identified in the foregoing Section 3.1. The Nominating Committee shall report its nominations for Directors to the Board Chair or such other person as the Board shall designate. Such proposed nominations shall be subject to approval by a majority of the Board. The Board shall have the option of replacing one or more nominees as proposed by the Nominating Committee. The nominations made by the Nominating Committee as approved or supplemented or modified by the Board shall appear on the ballot submitted to the Members at the annual meeting or by mail or electronic proxy.

3.2d 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 designate a person to act for the Member as proxy at any meeting of the membership by transmitting a written and signed proxy by mail or electronically to the Secretary of the Corporation. No proxy shall be valid more than eleven (11) months after the date of its execution. A proxy may be revoked at the pleasure of the Member executing it.

3.2e Commencement of Term: The term of a Director elected at the annual meeting of the Corporation shall commence on the first day of October in the year elected.

3.2f Classification of the Board: The Board shall be divided into three separate classes, each class to be nearly equal in number as possible. Such classes shall be elected as follows: at each annual meeting of the Members, one class consisting of not fewer than 1/3rd of the total number of Directors fixed pursuant to Section 3.1 hereof (excluding the Student Representative) shall be elected by the Members to serve a three (3) year term beginning on the first day of October immediately following the Annual Meeting. 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 3.3 Vacancy: Any vacancies in the Board for any reason, and any Board seat resulting from an increase in the number of Directors, may be filled by the Board, acting by the majority of the Directors then in office, although less than a quorum, and any Director(s) so chosen shall hold office until the next annual election of the class for which such Director(s) have been chosen and until their successors shall be elected and qualified. Any decrease in the number of Directors shall be so apportioned among the classes as to make all classes as nearly equal in number as possible.

Section 3.4 Director Terms of Office:

3.4a Student Representative Director: The Board shall establish the criteria for determining candidates for the position of Student Representative to serve on the Board of Directors. Such Student Representative shall be elected by a majority vote of the full Board. A Student Representative shall be elected at the beginning of the academic calendar to correspond with the school year of such Student Representative and such Student Representative's one-year term shall commence on the first day of the month following his or her election. The term of office for a Student Representative Director is one (1) year. Student Representative may serve no more than three (3) consecutive terms, for a total of three (3) years of service as a Student Representative on the Board.

3.4b Directors: The term of office for a Director of the Corporation is three (3) years. A Director who has not served as an Officer of the Corporation may serve no more than two consecutive terms, for a total of six (6) years. Notwithstanding the provisions of this Section 3.4b, in the special circumstance where a Director has been elected by the Board as an Officer 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 serve as an Officer for the period he or she was so elected by the Board. Only under extenuating circumstances and with a two-thirds ($2/3^{\text{rd}}$) majority vote of the full Board of Directors shall any Director serve more than nine (9) years total as a Director. Under those circumstances, a Director may serve for an additional one-year term during that one concurrent period. After a one-year absence from the Board, a former two-term Board member may again be elected to the Board.

3.4c Removal: Any Director may be removed from office, with cause, by a vote of two-thirds of the Board at any duly convened meeting of the Board, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

Section 3.5 Meetings:

3.5a Annual Meeting; Notice: The Board of Directors shall meet at least once a year. The meeting shall be held at the Corporation's Annual Conference and on such day and at such time and place at the Conference as the Board of Directors shall designate, and in the absence of an Annual Conference in any year, at the principal office of the Corporation or such other place as the Board of Directors shall designate from time to time.

3.5b Special Meetings; Notice: Special meetings of the Board may be called by the Board Chair or at the written request of one-third (1/3rd) of the Directors. Such request shall be submitted to the Board Chair 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 (by mail or electronically) to each Director at least three (3) days before such meeting.

3.5c Regular Meetings; Notice: Regular meetings of the Board of Directors shall be held at such time and place and in such manner, as the Board of Directors shall designate. Notice of such regular meetings need not be given.

3.5d Waiver of Notice: Any Director may waive notice of any meeting by submitting 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.

Section 3.6 Quorum: At a 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. Except as otherwise provided in these by-laws, or by applicable law, the business of the Board shall be transacted by a majority vote of all the Directors present, and any action shall be deemed to be the action of the full Board: provided that if fewer than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting to another time. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 3.7 Committees of the Board:

3.7a 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. The Executive committee shall administer the Corporations' Diversity Policy, Conflict of Interest Policy, and Whistle Blower Policy.

3.7b Nominating Committee: There shall be a Nominating Committee appointed annually by the Board 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. Members of the Nominating Committee must be Members in good standing of the Corporation but need not be Directors of the Corporation. The Nominating Committee shall also be responsible for making recommendations to the Board from time to time as to the size of the Board, cultivating potential Board members, establishing procedures for evaluating Directors, and criteria with respect to qualifications and qualities desired in Directors. The Nominating Committee shall report its nominations for Directors, and Officers if requested, to the Board Chair or such other person as the Board may designate.

3.7c Finance Committee: The Finance Committee shall consist of the Treasurer of the Corporation plus three (3) or more independent Directors (as defined by applicable law)

selected by the President. Members of the Finance Committee need not be current Directors, but must be past Directors or Officers of the Corporation and Members in good standing. The Treasurer of the Corporation shall serve as the chair. The Finance Committee shall review and recommend approval of the budget and the budget planning process, shall review the annual audit and shall provide general financial oversight for the Corporation'

3.7d 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 he or she 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 and shall hold office at the pleasure of the Board. No person shall serve as committee head for a term greater than three (3) years except the Treasurer as chair of the Finance Committee.

ARTICLE IV: OFFICERS

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

Section 4.1 Election: Unless otherwise directed by the Board, nominations for Officers shall be made by the Nominating Committee to the Board Chair. The election of Officers shall be held by the Directors as soon as practicable following the commencement of the term of the new Directors as elected 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 in this Article IV.

Section 4.2 President: The President, who shall also serve as Chair of the Board of Directors, presides over all the meetings of the Board. 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 (3) 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 Presidents: The Vice President(s), 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 4.4 Treasurer: The Treasurer shall maintain copies of the Corporation's bank and financial 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 unless such additional term(s) are approved by a 2/3rd vote of the Board. The Treasurer's term shall commence at the first Board meeting after the Treasurer's election to that office.

Section 4.5 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 as well as copies of the minutes of all meetings of the Board, Committees and Members shall be kept by the Secretary of the Board 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 4.6 Executive Director: The Executive Director shall be hired by and shall report to the Board and, upon direction of the Board, to the Executive Committee. The Executive Director has day-to-day responsibility for the activities of 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 Board meetings and Committee meetings as requested by the President or chair person of a committee, 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 4.7 Vacancy: Any vacancy in office during the term shall be filled for the unexpired term of such office by a majority vote of the full Board.

Section 4.8 Compensation: The Board of Directors or Executive Committee in consultation with and approval of the Board shall have authority to establish reasonable compensation for all salaried employees. The Officers and Directors of the Corporation, unless otherwise ordered by the Board of Directors, shall serve without compensation. The Board shall establish guidelines for reimbursement of out of pocket expenses by Directors and Officers of the Corporation.

ARTICLE V: BOARD OF ADVISORS

Section 5.1 Composition: In order to obtain the benefit of specific knowledge of community contact and institutional knowledge of the Corporation, the Board of Directors may, from time to time, in its discretion, appoint a number of people to serve as members of a Board of Advisors and set the specific duties and responsibilities of such Board of Advisors. Members of such Board shall be Members in good standing of the Corporation.

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: BOARD POLICIES

Section 6.1 Conflict of Interest Policy:

6.1a Interested Party Transactions: 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. The Board shall adopt a written Conflict of Interest Policy that shall be administered by the Executive Committee of the Board.

6.1b Procedures: The Board or committee of the Board must approve an interested party transaction in good faith 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 him or herself 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.

Section 6.2 Diversity: The Board shall adopt a comprehensive diversity policy consistent with Section 1.5 hereof. The Executive Committee shall be responsible for implementing and monitoring compliance with such diversity policy.

Section 6.3 Whistle Blower Policy: The Board shall adopt a written Whistle Blower Policy if the same shall be required under applicable law. The Executive Committee or an individual designated by the Executive Committee shall be responsible for monitoring compliance with such policy if adopted.

ARTICLE VII: LIABILITY

Section 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.

Section 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.

Section 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 its regulations, as they now exist or as they may hereafter be amended.

ARTICLE VIII: AMENDMENTS

Other than bylaws proposed and 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 sixty (60) days of their approval. No bylaw proposed and 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.