

**A.C. GILBERT HERITAGE SOCIETY
BY-LAWS
August 7, 2011**

(These by-laws amend and supersede all previous by-laws and amendments.)

ARTICLE I – NAME

The name of this organization shall be the A.C. Gilbert Heritage Society, hereinafter known as ACGHS. The ACGHS is an unincorporated association.

ARTICLE II – PURPOSE

Section 1 – Purpose

The primary purpose of the ACGHS is to preserve and promote the legacy of scientific and educational toys developed and sold by the former A.C. Gilbert Company of New Haven, Connecticut and the history and life of its founder, Alfred Carlton Gilbert. Additionally, the organization will encourage the collection of various A.C. Gilbert scientific toys, literature, advertisements and related historical articles, explore the life and history of A.C. Gilbert and his contribution to the lives of many children, his country and the world and bring together people who collect or remember Gilbert toys for the purpose of trading, selling, discussing and valuing these toys through meetings and various types of other communication.

Section 2 – Heritage

The late William S. Harrison III founded the ACGHS in 1991. We salute his vision for recognizing the need to provide a forum and meeting ground for those who fondly remember these products and want to collect and learn more about A.C. Gilbert, his toys and his company.

Section 3 – Organization

The ACGHS is an international organization with regional subdivisions. The ACGHS Board of Directors, to best respond to member needs and interests, determines the number and boundaries of the regions. Regional boundaries are not intended to preclude any member from attending any ACGHS function, wherever it may occur. The Board members who represent these regions help to provide a good cross-section of representation throughout the country.

Section 4 – Organizational Activities:

- a.) The ACGHS publishes a newsletter four (4) times a year for the benefit of its members. (March 15, June 15th, September 15th and December 15th.) The

purpose of the newsletter is to keep members informed about society activities and disseminate information about the products of the former A.C. Gilbert Co. Deadlines for submitting articles, ads, photos, etc. will be the 15th of the month preceding the issue date.

**1.) “For Sale and Want Ads” are published at no cost to members.
2.) Advertising an item “For Sale” requires that the item be available for immediate shipment if payment prior to shipment is required. 3.) Back issues of the newsletter can be purchased from the Archives Manager.**

- b.) The ACGHS also publishes a membership Directory annually.**
- c.) The ACGHS supports an official, Board-approved ACGHS web site with the web address of www.acgilbertheritagesociety.com. The ACGHS owns the web address and is responsible for all expenses relating to the website.**
- d.) The ACGHS sponsors an annual convention and banquet, held in the summer at various venues throughout the contiguous United States. The annual convention will be held in a hotel or board-approved facility having a suitable exhibit hall with tables for display and sales, a banquet facility, and a conference room for the Board of Directors business meeting. Cost of attending the annual convention is in addition to the ACGHS dues.**
- e.) Regional meetings are also encouraged. These meetings are to be arranged by the regional presidents and/or regional members. Costs including invitations and mailing and venue will be paid by the ACGHS up to \$300. Costs above \$300 will be paid for by the participants.**

ARTICLE III – MEMBERSHIP

Section 1. Any individual, male or female, or members of a single household (one mailing address) who wish to have a “family” membership, and who indicates an interest in ACGHS or in furthering the purposes of the ACGHS, shall be eligible for membership.

Section 2. The Board of Directors determination of eligibility shall be conclusive. Upon acceptance for membership, each individual or household shall agree to accept the by-laws of the ACGHS and pay such dues as may from time to time be determined by the Board of Directors. No member shall have any right, title, interest in or to ACGHS property.

Section 3. Membership in the ACGHS includes a subscription to the ACGHS newsletter as well as the membership Directory. Household memberships may choose to have separate listings in the Directory (e.g., John Jones and Mary Jones on separate lines) or joint listings (e.g., John and Mary Jones). Information provided by members will be printed in the Directory as submitted on the application and/or renewal form.

Section 4. Any member in good standing may resign his membership by giving notice in writing to the Secretary/Treasurer of ACGHS. Although no partial dues refunds can be given, resigned members are still entitled to the remaining newsletters and Directory for the paid year.

Section 5. Any member who fails to pay required annual membership dues within sixty (60) days after they are due and payable forfeits all membership privileges and shall be dropped from the membership roll.

Section 6. Any member who is terminated or resigns may be reinstated to membership upon complying with the requirements of Article III, Section 2.

Section 7. Any membership may be revoked, by an affirmative vote of two-thirds of the Board of Directors present at any meeting of the Board of Directors at which a quorum is present, for a member's conducting any activity that would constitute the appearance of impropriety.

Section 8. No member of the ACGHS will sell, rent or give the membership list as published in the Directory to anyone or any organization (e.g., auction houses, other clubs, etc.) without Board approval.

ARTICLE IV – DUES

Section 1. The Board of Directors shall set dues for ACGHS membership by an affirmative vote of two-thirds of the Board of Directors present at any meeting of the Board of Directors at which a quorum is present (a submitted proxy is counted as the Director's presence at the meeting). Allocation of portions of the dues for specific activities (e.g., national convention expense, newsletter expense or website expense) may be set by a vote of two-thirds of the Board of Directors present at the Board of Directors' meeting at which a quorum is present.

Section 2. A Director's dues must be currently paid in order to exercise the right to vote.

Section 3. Members of a household or at a single mailing address, who wish to receive separate newsletters and Directories, must obtain separate individual memberships and pay separate dues.

ARTICLE V – BOOKS AND RECORDS

Section 1. The ACGHS Secretary/Treasurer shall keep accurate and complete books and records of accounts and shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. These minutes shall include a record of the attendance of members and the vote taken on each matter.

Section 2. A record of the names and addresses of its members entitled to vote shall be kept by the Secretary/Treasurer for the Board of Directors.

Section 3. The fiscal year of the ACGHS organization shall be from January 1 to December 31.

ARTICLE VI – MEETINGS

Section 1. The Board of Directors shall have at least two meetings annually to be called with at least thirty (30) days notice by the President. Especially important is a Board meeting prior to the national convention to discuss issues that will be addressed at the national convention meeting. This meeting will be conducted via telephone conference and needs to have a quorum of Board members participating.

Section 2. Additional Board of Directors meetings may be called by the President. The purpose of an additional meeting shall be stated in the call. Except in cases of emergency, as determined by the President, at least fifteen (15) days notice shall be given for any such meeting.

Section 3. The Board members as listed in Section VIII are the only persons entitled to vote. Any Board member who cannot attend the Board meeting at the national convention in person could request to be part of the Board meeting at the national convention via teleconference to discuss various business at the meeting, as long as the Board member has participated in the scheduled pre-convention teleconference Board meeting(s) prior to the national meeting so he or she is familiar with the business to be discussed. Directors who cannot attend meetings may do the following: On specific issues or questions which have been published or distributed prior to a meeting, a Director may submit a vote by telephone, e-mail or U.S. mail, so long as it is conveyed to the President or Secretary/Treasurer by the end of the day before the subject meeting. On general issues or questions not published or distributed prior to a meeting, or if a Director otherwise chooses, he/she may provide a blanket proxy vote authorizing another Director of his/her choice to vote for him/her. Proxies shall be in the following form:

Know all persons by these presents that I, the undersigned member of the A.C. Gilbert Heritage Society (ACGHS) do hereby appoint _____ my true and lawful substitute and proxy, with full power of substitution, for me and in my name to vote at the meeting of the Board of Directors of ACGHS, to be held on the _____ day of _____, 20 _____, or any adjournment of said meeting with all powers I should have if personally absent, hereby revoking all proxies heretofore given.

Dated at _____, on this _____ day of _____, 20_____.

Director's Signature: _____

Section 4. The process for general decision-making shall be by simple majority of a quorum. A quorum shall constitute a minimum of 60% of the Directors in attendance at a scheduled meeting.

Section 5. If any member has issues, questions, suggestions or proposals to be included on the Agenda for the Board of Directors meeting during the national convention, he or she should submit them in writing (electronically or by U.S. mail) to the President or Secretary fourteen (14) days prior to the national meeting and they will be added to the Agenda as discussion items. Due to time constraints and seating capacity, there will be no discussion from the general membership attending the Board meeting, although members are encouraged to attend.

Section 6. The ACGHS strives to be an open organization. Therefore, the Board of Directors meeting will be open to observers to the greatest extent possible. Observers may be invited to offer opinions on issues before the meeting, but observers may not vote.

ARTICLE VII – BOARD OF DIRECTORS

Section 1. The Directors shall be elected by a quorum of the Board of Directors of the ACGHS on behalf of the membership.

Section 2. Terms of the Directors shall be staggered so that there is overlap of terms as Directors enter and exit the Board.

Section 3. During the interval between annual meetings, any vacancy caused by resignation, termination, death or incapacity may be filled by election by a two-thirds vote of the Directors present for a special meeting of the Board of Directors at which a quorum is present. Replacement Board of Directors members will be recommended by the President with input from the Board of Directors and selected from members who express interest in working actively for the ACGHS. Each Director chosen to fill a vacancy shall serve the duration of the term of the Director he/she replaces.

Section 4. Directors shall not receive any compensation for their services and all shall use their own equipment in performing their duties for the organization, without compensation.

Section 5. A Director is entitled only to one (1) vote even if he or she holds more than one position on the Board of Directors.

Section 6. The Board of Directors may occasionally be expected to make contributions to the Treasury when necessary (e.g., help with Newsletter or Website expenses or unbudgeted items that require funding).

Section 7. To be a member of the Board of Directors, the person must be at least 21 years of age.

ARTICLE VIII – BOARD MEMBERS AND TERMS

Section 1. Members of the Board of Directors of the ACGHS serve a maximum term of 2 years, except as noted. New officer terms begin at the Board of Directors meeting at the national convention

Section 2. The Board of Directors consists of:

- a.) **National President.** The ACGHS President oversees all activities of the club. The President is the primary contact for promotional activities and ensures that all club business is faithfully carried out. The President conducts the Board of Directors teleconference(s) held prior to the annual meeting; the annual meeting, held at the annual convention; and presides at the convention banquet. The President shall publish in the September newsletter a brief summary of the Board of Directors' meeting. The President shall write a "Greetings from the President" column four (4) times a year for the newsletter.
- b.) **First Vice President.** The First Vice President assists the President as appropriate and automatically becomes the President at the end of the President's term.
- c.) **Second Vice President.** The Second Vice President moves up to First Vice President at the end of the First Vice President's term.
- d.) **Past President.** At the end of the term of a President, he/she becomes Past President for the duration of the President's term, to provide organization continuity and assist the President, including focusing on developing or revising Guidelines, drafting appropriate revisions to By-Laws for Board approval, and advising the current President as appropriate.
- e.) **Secretary/Treasurer.** The Secretary/Treasurer is responsible for keeping the accounts of the ACGHS, and faithfully discharging ACGHS financial obligations. The Secretary/Treasurer shall be the custodian of the ACGHS checking account. The Secretary/Treasurer shall annually prepare a financial statement for the ACGHS, and report it to the membership on the web site and shall mail a copy to anyone without web access who shall request it. The Secretary/Treasurer shall also maintain the membership roster of the ACGHS. The Secretary/Treasurer shall keep the official notes of the Board of Director's meetings, and shall post them on the website and shall mail a copy to anyone without web access who shall request them. The Secretary/Treasurer will submit a duplicate bank account signature card to the President for signature each year. The Secretary/Treasurer shall serve a two-year term, followed by a second two-year term if appropriate.

- f.) **Newsletter Editor/.** The Newsletter Editor collects stories and generates material of interest to members and prepares each issue of the Newsletter for publication and distribution. No definite term.
- g.) **Webmaster.** The Webmaster prepares and updates the ACGHS web page. He/she is responsible for its content and for ensuring that the website is functional. He/she is responsible for arranging registration and maintenance of the domain name (acgilbertheritagesociety.com) and for a web site hosting service. The Webmaster will submit a copy of the password and all appropriate documentation for the website to the Secretary/Treasurer. No definite term.
- h.) **Archives Manager.** Maintains the inventory of back issues and handles requests for copies. This position may be held by any of the other officers. No definite term.
- i.) **Regional Presidents** A Regional President represents each region. Regional Presidents serve indefinite terms.
- j.) **Directors at Large.** The ACGHS may elect Directors at Large for terms of one to three (1 – 3) years, to assist other officers as required.

ARTICLE IX – AMENDMENT

Section 1. These by-laws may be amended by majority vote at a Board of Director’s meeting, providing the amendment(s) shall have been proposed at a prior meeting of the Board of Directors.

Section 2. The Secretary/Treasurer is responsible for maintaining an up-to-date version of the ACGHS by-laws with any amendments. Copies of these by-laws are available to any member upon request, either electronically or by U.S. mail.

ARTICLE X – DISSOLUTION AND DISBURSAL OF ASSETS

The Board of Directors may elect to dissolve the ACGHS. In such a case, after the Secretary/Treasurer has determined that all liabilities and obligations have been satisfied, the remaining assets will be disbursed as follows: the Board of Directors will seek out, nominate and vote on other museums or educational institutions to receive the assets of ACGHS.

ACGHS.By-laws.consolidated 7/21//08