

A.C. GILBERT HERITAGE SOCIETY
BY-LAWS
Revised 6/5/2022

(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 a 501(c)(3) tax-exempt, nonprofit association duly incorporated under the laws of the State of Ohio on July 1, 2021.

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 Erector sets, various A. C. Gilbert scientific toys, literature, advertisements and related historical articles; exploration of 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 and 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 15th, June 15th, September 15th and December 15th.) The purpose of the newsletter is to keep members informed about society activities, disseminate information about the products of the former A. C. Gilbert Co., the history of the company and for members to share their experiences and stories

relating to A. C. Gilbert Erector sets and other Gilbert toys. 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 may be purchased from the Treasurer/Archivist. A digital copy of a newsletter may be furnished if no hardcopy is available.
 - 4.) Complimentary copies of the newsletter, by a majority vote of Board members present at any meeting at which a quorum is present, may be sent to individuals or organizations deemed appropriate.
- b.) The ACGHS also publishes a Membership Directory in hard copy annually and on the ACGHS website, updated regularly.
- c.) The ACGHS supports an official, Board-approved ACGHS website with the web address of <https://www.acghs.org>. 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, generally east of the Mississippi River. 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. Cost for invitations and mailing is paid by the ACGHS. In addition, the cost of the venue will be paid by the ACGHS up to \$500. Costs above that amount will be paid for by the participants of the regional meeting.

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 a hard copy of 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 or her membership by giving notice in writing to the Treasurer/Archivist of ACGHS. The ACGHS will not issue full or partial refunds.

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 either joins the ACGHS or renews their current membership on or after November 1 of the calendar year will be a member through December 31 of the following calendar year.

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

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.

Section 9. The ACGHS from time-to-time may grant a Lifetime Achievement Award to a member who has over a long period of time given great volunteer service to the club and the hobby. The list of such award recipients shall appear in the annual Membership Directory and in any printed National Convention program.

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 quorum is defined as one (1) over half the members of the Board of Directors.) Also, 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 Treasurer/Archivist shall keep accurate and complete books and records of accounts, and the Secretary 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 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 conduct at least four meetings annually. Additional meetings may be called at the discretion of the President. One of these meetings shall be held approximately 30 days prior to the Annual National Convention, and a second meeting shall be held during the weekend of the Annual National Convention. Except for the meeting at the Annual National Convention, or in cases of emergency, the President shall give Board members at least thirty (30) days' notice for a meeting. Meetings may be conducted either in person, via telephone or video conference, or both.

Section 2. The Board members as listed in Article VII are the only persons entitled to vote. 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 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. A Director present at any board meeting may represent only one blanket proxy vote per meeting. 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: _____

Alternately, the proxy may be in the form of email correspondence generated by the Director and forwarded to the President and Secretary prior to the meeting appointing his/her designated substitute and proxy.

Section 3. The process for general decision-making shall be by simple majority of a quorum.

Section 4. 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 thirty (30) days prior to the national meeting and they will be added to the Agenda as discussion items.

Section 5. The ACGHS strives to be an open organization. Therefore, the Board of Directors' meeting held at the national convention 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 appointment 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 appointed 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. The work and operations of the ACGHS shall be conducted and carried out in such manner that no part of its income or property shall incur to the private benefit of any donor, member, director, officer or individual having a personal or private interest in the activities of the ACGHS. Notwithstanding the above, directors may receive, when appropriate, reimbursement for actual expenses incurred, furnished in writing, as approved a two-thirds vote of the Board of Directors.

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 should not exceed 20 (twenty) members.

Section 7. 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 8. To be a member of the Board of Directors, the person must be at least 21 years of age.

Section 9. Each Board member must adhere to the “A. C. Gilbert Heritage Society Conflict of Interest Policy” (dated 6/5/2022) and sign the “Acknowledgement of the ACGHS Conflict of Interest Policy” each year he or she serve on the Board.

ARTICLE VIII – BOARD MEMBERS AND TERMS

Section 1. Members of the Board of Directors of the ACGHS serve terms as noted in Section 2 below. 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 and serves a term of 2 years. The President is the primary contact for promotional activities and ensures that all club business is faithfully carried out. The President conducts all of the Board of Directors’ teleconference meetings and the annual meeting held at the annual national convention; and presides at the convention banquet. The President shall publish a brief summary of the Board of Directors’ meeting in the September newsletter. The President shall write a “Greetings from the President” column four (4) times a year for the newsletter. The President shall “pass the gavel” to the incoming President at the end of the Board of Directors meeting at the national convention.
- b.) First Vice President. The First Vice President assists the President as appropriate and automatically becomes the President at the end of his/her term.
- c.) Second Vice President. The Second Vice President is a Board member and moves up to First Vice President at the end of the First Vice President’s term.
- d.) Immediate Past President. At the end of the term of a President, he/she becomes the Immediate Past President for the term of the President, to provide organization continuity and assist the President as appropriate.
- e.) Secretary. The Secretary is responsible for the following:
 - keeping the official notes of the Board of Directors’ meetings
 - obtaining and keeping a signed “Acknowledgement of the ACGHS Conflict of Interest Policy” from each Board member annually
 - serving a two-year term or longer if appropriate with Board approval
- f.) Treasurer/Archivist is responsible for the following:
 - keeping the accounts of the ACGHS
 - faithfully discharging ACGHS financial obligations
 - responding to inquiries and acknowledging donations relating to the organization’s 501(c)(3) nonprofit tax-exempt status
 - being the custodian of the ACGHS checking account
 - preparing annually a financial statement for the ACGHS and reporting it to the membership in the newsletter and website
 - maintaining the membership roster of the ACGHS
 - submitting a duplicate bank account signature card to the President for signature each term

- maintaining the inventory of back issues of the newsletter and handling requests for copies of back issues
 - serving a two-year term or longer with Board approval
- g.) Newsletter Editor. The Newsletter Editor is responsible for the following:
- collecting stories and generating material of interest to members
 - preparing each issue of the Newsletter for publication and distribution
 - working with the printer to be sure the newsletter is of high quality and sent to the current membership as close to the 15th of the month as possible
 - forwarding a PDF of the quarterly newsletter to the Webmaster and the treasurer/archivist after the newsletter is mailed to members
 - serving no definite term
- h.) The Webmaster. The Webmaster is responsible for the following:
- preparing and updating the ACGHS website
 - managing the content of the website and ensuring that the website is functional
 - arranging registration and maintenance of the domain name *https://www.acghs.org* and for a website hosting service
 - submitting a copy of the password and all appropriate documentation for the website to the Secretary and the President
 - serving no definite term.
- i.) Regional Presidents. A Regional President represents each of the 7 regions (Far West & Mtn., Mid-Atlantic, Midwest, Northeast, Pacific, South Central, and Southeast), and can be nominated and elected by members of his/her region. Regional Presidents who do not have a functioning group and take the position solely to represent the region are nominated and elected by Board members of ACGHS. Regional Presidents serve no definite terms. Each Regional President shall assist the Treasurer in contacting, by phone or e-mail, those members in his or her region who fail to renew their membership on time.
- 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. There is a maximum of three (3) Directors at Large.

ARTICLE IX – AMENDMENT

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

Section 2. The Secretary 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 and shall be publicized on the website.

ARTICLE X – DISSOLUTION AND DISBURSAL OF ASSETS

The Board of Directors may elect to dissolve the ACGHS. In such a case, after the Treasurer/Archivist 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, by a two-thirds majority, vote to dispose of all the assets of the ACGHS to

an organization or organizations incorporated exclusively for educational, historical, or scientific purposes that shall at the time qualify as exempt under Section 501(c)(3) of the Internal Revenue Service code.