

## **Proposed Changes to The Bylaws of The Buffalo Numismatic Association**

Motions approved at the General Membership meeting of October 10, 2017

Ratification by the General Membership Scheduled for Tuesday, November 14, 2017

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# **B.N.A. Inc.**

## **BY-LAWS**

- Originally Amended Upon the Merger of E.C.C.S.C. and B.N.A. June 2, 2003
- Amended March 2004
- Amended September 2005
- Proposed Amendments, October 10, 2017

The purpose or purposes of ~~this~~ The Buffalo Numismatic Association is to foster the camaraderie of fellow numismatists and to educate each other in the numerous aspects of numismatics in general. To welcome new collectors and students of numismatics to our fraternity and share with them the knowledge that we possess. To maintain and expand a reference center for the use of all members in good standing. From time to time to promote a bourse and have an annual show open to the public for the purpose of adding to the collections of the members and the public alike. This shall be conducted as a not-for-profit venture. Excess funds generated shall be used to expand the Association's reference center or pay bills due. At various times at the directors' or officers' discretion to hold social functions for the members and their immediate families (spouses and children).

## **ARTICLE I**

### **NAME of ORGANIZATION**

The name of this organization shall be BUFFALO NUMISMATIC ASSOCIATION, INC.

## **ARTICLE II**

### **NOT-FOR-PROFIT ORGANIZATION**

- A. The B.N.A. Corporation is organized and shall be operated as not-for-profit. It shall not have power to issue certificates or stock or to declare or pay dividends. No part of the net income or net earnings of the corporation shall benefit any private individual, firm or corporation. No officer or member of the corporation shall receive or be lawfully entitled to receive any financial benefits from the operation thereof except as reasonable compensation for services. No member or director of the corporation shall receive any salary, wages or other compensation of any kind for services as such member or director other than reimbursement of actual and necessary expenses incurred in the performance of his duties.

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### B. Dissolution of the Association:

~~If the Association due to membership decline or for the lack of member interest is dissolved, the then current officers and or directors shall pay any debts outstanding. And if any cash assets remain they shall be donated to the American Numismatic Association and notice published in "The Numismatist" that the Association ceases to exist. Also, any books catalogs and papers belonging to the Association reference center shall be donated to the Erie County Public Library to be added to their collection or disposed of at its discretion. The dissolution process must be initiated by the Board of Directors and approved by the membership with a two-thirds majority vote and executed in accordance with New York State law.~~

- C. The fiscal year for the incorporated association shall end on February 28th annually. ~~A~~ An annual financial report will be made available to the membership at the May meeting each year, ~~and the a~~ Applicable tax forms must be filed annually.

## ARTICLE III

### OFFICERS

The officers of the Association shall consist of a board of directors consisting of five (5) members and a president, vice president, treasurer and secretary—all members in good standing. These officers must and shall abide by the laws of the land then current, and follow the rules and regulations as set forth by the American Numismatic Association—for as long as the B.N.A. is affiliated with that organization. These officers are responsible for the business of the Association and shall perform their duties in a manner that is satisfactory to the membership. Directors and officers must be 18 years of age or older.

## ARTICLE IV

### ELECTION OF DIRECTORS/OFFICERS

- A. Directors shall be elected for a term of two (2) consecutive years.
- B. Officers shall be elected for a term of ~~1-year~~ 2 years.
- C. A call for nominations for the board of directors and/or officers shall be made in September annually and the nominations of members in good standing shall be made and seconded at the ~~December~~ January meeting. If for any reason the January meeting is cancelled, these items will be in effect for the first meeting after the cancelled meeting. Any nominee may decline the nomination at that time. Up to three nominations may be made for each of the four (4) officers and any number of nominations may be made for the board of directors.
- D. The secretary shall record any and all nominations and seconds and a list of all acceptable nominations shall appear in the next newsletter.

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- E. Any and all candidates may, if they choose, supply the editor of the B.N.A. Newsletter with a brief description of themselves and what they propose to do to improve the Association. The candidates may also, if they choose, present a brief talk before the election at the February meeting stating their intentions.
- F. The voting shall be by secret ballot. Every member in good standing present at the February meeting may cast one (1) vote for each of the four (4) officers and five (5) votes for the board of directors.
- G. Election Tellers .Annually at the September meeting two (2) tellers shall be selected. These tellers shall count the ballots and record the results of the election with the secretary. The results of the election shall be announced at the meeting and published in the B.N.A. Newsletter. These same two (2) tellers shall be responsible for any secret ballots necessary (By-Law Amendments, etc.) until the next September meeting.
- H. The newly elected directors and/or officers shall assume their respective offices for the Association on the first day of March annually.
- I. Previous directors or officers, upon completion of their elected terms, resignation, or removal from the board or office, shall turn over to their successors, or The Board of Directors in the event that a successor has not been designated, all B.N.A. property, funds and associated paperwork as soon as possible.
- J. Should a vacancy occur in the board of directors for any reason the remaining four (4) directors shall by a vote of three (3) in favor appoint a member in good standing to complete any unexpired term until the next scheduled election.
- K. Should any vacancy occur among the four (4) officers for any reason the board of directors and the three (3) remaining officers shall, by a vote of five (5) in favor, appoint a member in good standing to fill that office until the next scheduled election.
- L. Any officer or member of The Board of Directors may resign from their office at any time by providing written notice to the board. Any officer or member of The Board of Directors may be removed from office by a two-thirds majority vote of the general membership. There will be a 30 day waiting period between the the motion for removal and the final general membership vote that approves the removal.

## ARTICLE V

### DUTIES OF DIRECTORS AND OFFICERS

It is the duty of all directors and officers to attend a minimum of 50% of the scheduled meetings and the absence from more than two consecutive meetings is grounds for removal from office and replacement as specified in Article IV - J. & K. At the March Board of Directors meeting, or the first meeting thereafter in the event of the March meeting being cancelled, all directors and officers will annually review and sign a conflict of interest policy in accordance with New York State law.

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### BOARD OF DIRECTORS

The members shall:

- A. be responsible for all business of the Association and their decisions shall be binding in all matters;
- B. ~~at the May meeting annually they shall select a chairperson to moderate the meetings; the~~ President of the Buffalo Numismatic Association will serve as Chairperson of the Board of Directors.
- C. attend all scheduled meetings or notify the chairperson or president of the Association if unable to attend;
- D. make decisions to the best of their ability for the good of the Association.
- E. for any Board of Directors meeting a minimum of six board members must be present to constitute a quorum.

### PRESIDENT

The president shall preside at all meetings, have the management of the business of the Association, shall see that all orders and resolutions of the board are carried into effect and conduct all meetings according to the rules as set forth in Roberts Rules of Parliamentary Procedure.

### VICE-PRESIDENT

During the absence or disability of the president, the vice president shall have all the powers and functions of the president and he shall maintain a ledger of attendees and guests at any association functions.

### SECRETARY

The secretary shall:

- A. attend all meetings of the board and any other regular or special meeting of the Association;
- B. record all votes and minutes of all proceedings in a book to be kept for that purpose;
- C. give or cause to be given notice of all meetings of the Association and of special meetings of the board;
- D. maintain a complete up-to-date roll of all members of the Association in good standing.
- E. keep all the documents and records of the Association as required in a proper and safe manner;
- F. perform such other duties as may be prescribed by the board, including a report on any correspondence and reply to same as directed by the directors or officers.

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### **TREASURER**

The treasurer shall:

- A. have custody of the Association funds and securities, and provide secure storage for any and all B.N.A. holdings including the B.N.A. medal collection and any Association medals available for sale; (The treasurer may appoint a custodian of the Association's medal collection at his discretion.)
- B. keep full and accurate accounts of receipts and disbursements in the books;
- C. deposit all money and other valuables in the name and to the credit of the Association in such depositories as may be designated by the board;
- D. perform such other duties as may be prescribed by the board.

## **ARTICLE VI**

### **MEMBERSHIP**

The membership shall be composed of members who are in good standing— active in participating in Association activities and paying dues on schedule.

Any member may withdraw from the Association after fulfilling all obligations to it by giving notice of such intention to the secretary or any other officer. The membership shall be informed of the resignation by the secretary at the next regular meeting.

Any member of the Association may be censored, suspended or expelled by the board of directors on its own initiative or upon the written complaint of at least two members of the Association. No such disciplinary action shall be taken by the board of directors except for cause and after a hearing upon due notice to the member. Any disciplinary action shall require the affirmative vote of the majority of all the members present at a regular meeting by secret ballot, if so requested.

No member or official of the Association may distribute any political literature or campaign for any political candidate or reform while engaged in any meeting or event sponsored by the Association.

### **DISPUTES**

Disputes shall be arbitrated by the board of directors and any decision reached shall be binding for all parties involved without exceptions.

### **CLASSES OF MEMBERSHIP**

- A. **REGULAR**      From 18 years of age until 65th birthday
- B. **JUNIOR**        Any member not yet reaching their 18th birthday
- C. **FAMILY**        Member and spouse at reduced rate over regular

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D. **HONORARY** Shall enjoy same benefits as regular members. Any new honorary members shall be selected by the officers or directors and must be approved by a vote of the members.

E. **SENIOR** Any member renewing or joining after their 65th birthday

Members whose dues are in arrears, in whole or in part, for two months shall be notified in writing that unless said arrearage is paid in full within thirty days from such notice, such members will automatically cease to be a member unless, for good cause shown, the board of directors shall otherwise determine. A former member may be reinstated on application and election by vote of the membership and upon payment of all arrearages and dues unless in extraordinary circumstances the same is waived in whole or in part by the board of directors.

## ARTICLE VII

### BANK ACCOUNT

The President, Vice President or Treasurer shall be required to sign all checks and withdrawals on the Association checking account.

An audit must be presented annually at the February meeting. The auditors must be any two (2) directors or officers excluding the current treasurer. The audit report shall be read by the treasurer and must be approved by the members in attendance.

## ARTICLE VIII

### MEETINGS

~~Four meetings will be held each year on the fourth (4th) Thursday of February, May, September and December. A minimum of four (4) meetings per year will be held with a minimum of 30 days between meetings.~~

A special meeting may be called at any time by the board of directors.

The president may, when he deems necessary, or the secretary shall, at the request in writing of three members of the board, issue a call for a special meeting of the board. Five days' notice shall be required for such special meeting.

The order of business at all meetings shall be determined by the president, or in his absence, the vice-president, except as otherwise provided herein, all business shall be conducted in accordance with Robert's Rules of Order.

A registration book shall be made available for all members in good standing and guests to register at all regular and special meetings. This will be supervised by the vice president.

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## ARTICLE IX

### DUES and TABLE FEES

Membership dues shall be due on March 1st annually. Any member in arrears after 60 days will be notified by the membership chairman and removed from the membership roll on June 1<sup>st</sup> if the dues are not paid.

~~Monthly bourse table fees for members and contracted dealers shall be paid in advance the month of December for the following year for the nine available shows. Monthly bourse table fees for members and contracted dealers shall be paid in advance in the month of December for the following year.~~

## ARTICLE X

### BOURSE AND CONVENTIONS

1. ~~The monthly bourse shall be held every third Sunday of the month from September through June consisting of bourse tables and auction. A special annual bourse shall be held in May every year for members. Non-members shall be obliged to pay a nominal fee at the door. There shall be two (2) semi-annual conventions to be held at a designated location. The monthly bourses and conventions shall be held at the dates, times, and locations set by the board.~~ Bourse tables may not be sublet without the consent of the bourse chairman.
2. VENDOR TABLE LOCATIONS, DEPOSITS, etc.
  - a. To guarantee the same table location at the next convention or bourse, a non-refundable deposit must be made before the current Convention's close at 3:00 P.M. Sunday. ~~The deposit will be \$50 for a single table and \$100 for multiple tables. The deposit will be set by the board in consultation with the bourse chair.~~
  - b. The unpaid balance must be paid at the bourse chairperson's discretion or the vendor table location will be at the convention chairperson's discretion.
  - c. Vendors who had a table at the Convention and would like to be relocated will be moved at the convention chairperson's discretion.
  - d. All of the above will be honored unless there is a change of venue in which case location will be as close to the original as possible.
3. CONVENTION PROGRAM ADVERTISING:
  - a. Advertising space will be offered starting June 1st. Previous advertisers will be notified and new advertisers solicited.
  - b. Prime space advertising (inside front and rear covers, outside rear cover and centerfold): No previous advertiser shall have the same primary pages any two

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- consecutive years for fairness to all advertisers and no one advertiser may have more than two prime locations. The centerfold may be used by one advertiser.
- c. All advertising must be paid for at time of submittal.
4. PRIZE DRAWINGS:
- ~~a. The drawing must be for the first prize—first! Then continue second to last, in that order (not last to first)!~~
- ~~b. Vendor free (one) table drawing must be made at 3:00 P.M. Sunday without fail. Only dealers present at 3:00 P.M. will be eligible for the (one) free table. This drawing will be held at both conventions.~~
- a. Any drawings or prize giveaways must be approved by the board. This includes ticket prices, if any, prizes and rules for the drawings.
- b. For random prize drawings, the first ticket drawn will be for the top prize, the second ticket drawn will be for the second price, etc.
5. COMMITFEES/CHAIRPERSONS, etc.
- a. A meeting shall be held three months prior to both Conventions to be attended by all committees to rectify any problems and discuss events, etc.
- b. A second meeting may be called by the Convention Chairperson if deemed necessary at any time before the Convention.
- c. Suggested Committees/Chairpersons
1. Convention Chairperson All disputes or inquiries shall be addressed to the chairperson.
  2. Security (Guards)
  3. Ticket (drawings) sales and drawing for prizes, free table drawing (Sunday at 3:00 P.M.)
  4. Advertising for Convention Program
  5. Admissions (at entry)
  6. Exhibits and award for same
  7. Liaison hall rental, food service, hotel, etc.
- d. All decisions of the chairpersons shall be final and binding during the duration of the conventions or monthly bourse.
6. CONTRACTS:
- Upon payment in full and check clearing ii vendors must be sent a copy of the contract marked paid in full along with a map showing the Convention location.
7. COURTESY-FREE TABLES:
- ~~At the 2005 and all future conventions the B.N.A. President and Chairperson shall each be supplied one table at no cost to either—if they decide to offer their wares for sale. Additional tables to be rented at the prevailing rate and for the use of the President and Chairperson only and are not transferable. Free and discounted tables can only be offered at the conventions and monthly bourses with the approval of the board.~~
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## **ARTICLE XI**

### **PAID NUMISMATIC ADVERTISING**

The Association shall pay for advertising the monthly bourse and semi-annual conventions in trade papers and local newspaper(s) as directed by the board of directors unless a benefactor can be found.

## **ARTICLE XII**

### **AUCTIONS**

~~Association auction shall consist of an auctioneer and two assistant auction workers. The Association shall have on hand, a small lockable cash box with petty cash for change.~~

~~Any member participating in the auction must abide by the rules printed on the auction sheet as directed by the board of directors.~~

Any member participating in the auction must abide by the rules of the auction as approved by the board of directors.

## **ARTICLE XIII**

### **COMMITTEES AND CHAIRPERSONS**

The directors/officers may at various times appoint members to serve as chairpersons to oversee various tasks or events, including but not limited to:

- A. Newsletter Editor
- B. Membership Chairman
- C. Historian
- D. Monthly Bourse
- E. Annual Convention
- F. Advertising
- G. Custodian of Reference Center

The custodian will prepare an up-to-date inventory of books, magazines and catalogs in the B.N.A. Reference Center and make same available to members in good standing to borrow for a period not to exceed 30 days or the next scheduled meeting.

- H. Security for Annual Convention
- I. Association Medal Program

Medals may be struck and sold at various times to mark events or honor members and officers.

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## **ARTICLE XIV**

### **AMENDMENTS TO BY-LAWS**

To amend the by-laws notice must be given to the members in advance of the proposed amendments.

No proposal to amend the by-laws shall be eligible to be voted upon unless it has been read by the secretary at a previous regular meeting or made available to all in attendance and published in the subsequent newsletter or has been made available to the members for at least 30 days.

The by-laws may be amended by two thirds of the membership in attendance at the meeting by secret ballot if requested.

NOT RATIFIED