

# **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
- Amended November 14, 2017
- Amended December 10, 2019
- Amended December 14, 2021
- Amended July 11, 2023

The purpose or purposes of 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**

### **1) NAME of ORGANIZATION**

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

## **ARTICLE II**

### **1) 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/her duties.

- B. Dissolution of the Association:  
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. An annual financial report will be made available to the membership at the May meeting each year. Applicable tax forms must be filed annually.

## **ARTICLE III**

### **1) 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**

### **1) 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 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 January meeting. Nominations will close on the first day of January in the year that the election will be held, and no further nominations will be accepted. If, for any reason, the January meeting is canceled, these items will be in effect for the first meeting after the canceled 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.
- 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.

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- 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 motion for removal and the final general membership vote that approves the removal.

## **ARTICLE V**

### **1) 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 canceled, all directors and officers will annually review and sign a conflict-of-interest policy in accordance with New York State law.

### **2) 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.** the President of the Buffalo Numismatic Association will serve as Chairperson of the Board of Directors.

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- 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 five board members must be present to constitute a quorum.

### **3) 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.

### **4) 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/she shall maintain a ledger of attendees and guests at any association functions.

### **5) 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.

### **6) 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/her 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. Present a Financial Report at each Board of Directors meeting covering the previous month. If more than one month has elapsed since the previous Board of Directors meeting, the Financial Report must cover the elapsed time through the previous month. Once approved by the Board of Directors, the Financial Report will be recorded in the meeting minutes.
- E. Perform such other duties as may be prescribed by the board.

## **7) Combination of Officers/Duties**

When membership does not volunteer for vacancies, positions/duties may be shared until such time as the position(s) is/are filled as per BNA By-Laws.

# **ARTICLE VI**

## **1) MEMBERSHIP**

- A. The membership shall be composed of members in good standing, actively participating in Association activities, and paying dues on schedule.
- B. Any member may withdraw from the Association after fulfilling all obligations to the Association and then giving notice of such intention to the Secretary or any other officer.
- C. 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 in good standing of the Association. The written complaint must be delivered to the Secretary or any officer. The Board of Directors will take disciplinary action only if due cause has been adequately demonstrated. A hearing to allow the member to respond to the accusations must be held within 60 days of the initial complaint. Any disciplinary action shall require the affirmative vote of the simple majority of all the members in good standing present at a General Membership Meeting by secret ballot.
- D. 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.

## **2) DISPUTES**

The Board of Directors shall arbitrate all disputes and conflicts among the membership. Any decision reached by the Board of Directors shall be binding for all parties involved without exceptions.

**3) CLASSES OF MEMBERSHIP**

**A. REGULAR**

18 years of age and older

**B. FAMILY**

Regular Member and spouse at a reduced rate over the Regular class of membership

**C. JUNIOR**

Any member not yet reaching their 18th birthday

**D. HONORARY**

Shall enjoy the same benefits as Regular class members free of membership dues. Any officer or director may propose a new Honorary member. Honorary memberships must be approved by a simple majority of all the members in good standing present at a General Membership Meeting.

**4) MEMBERSHIP DUES**

**A. Establishing Membership Dues:**

The Board of Directors will establish annual membership dues. Previously established membership dues will remain in effect until the Board of Directors votes to change the annual membership dues amount. All memberships, except the Honorary class, will be scheduled to expire on December 31<sup>st</sup>.

**B. Membership Renewals:**

Membership renewals for the next year will be due on December 31 of the current year. Renewals received after December 31 will be prorated on a quarterly basis, as detailed in the "Prorated Membership Dues" chart below.

**C. New Members:**

Membership dues for new members must be paid in full when the membership application is accepted. Membership dues for new members will be prorated on a quarterly basis, as detailed in the "Prorated Membership Dues" chart below.

**D. Prorated Membership Dues**

If membership renewals or new membership applications are received after December 31, annual dues will be prorated according to the following chart:

	<b>Annual Dues</b>
Paid on or before <b>March 31</b>	100%
Paid between April 1 and <b>June 30</b>	75%
Paid between July 1 and <b>September 30</b>	50%
Paid after <b>October 1</b>	25%

**E. Member in Good Standing**

A "Member in Good Standing" is defined as any member who is current with their membership dues and is not currently censored, nor suspended, nor expelled from the Association.

## **ARTICLE VII**

### **1) BANK ACCOUNT**

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

### **2) FINANCIAL RECORDS**

An audit of the financial records of the previous twelve (12) months must be presented annually at the January General Membership meeting. The auditors must be any two (2) directors or officers, excluding the current Treasurer. The completed Audit Report will be presented for approval to the Board of Directors. The approved report will then be presented at the General Membership meeting.

### **3) POST OFFICE BOX**

The Association will always maintain a United States Postal Service Post Office Box registered in the Association's name at a centrally located Post Office. This will be the Association's official address and will be used on all forms, advertising, letterheads, correspondence, etc. One (1) key for the Post Office Box will be retained by the Treasurer and one (1) key by the Secretary. At no time will a personal Post Office Box or any other Post Office Box be used for the Association's business and correspondence.

## **ARTICLE VIII**

### **1) MEETINGS**

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/she 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 a special meeting.

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

## **ARTICLE IX**

### **1) BOURSES AND CONVENTIONS**

1. 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, & TABLE FEES**
  - a. Table fees for the Monthly Bourse shall be paid in advance. Table fees for an annual contract must be paid on or before December 31 of the previous year. Table fees for a single show must be paid before the show opens to the public.
  - b. To guarantee the same table location at the next convention or bourse, a non-refundable deposit must be made before the current Convention close at 3:00 P.M. Sunday. The deposit will be set by the board in consultation with the bourse chair.
  - c. 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.
  - d. Vendors who had a table at the Convention and would like to be relocated will be moved at the convention chairperson's discretion.
  - e. All of the above will be honored unless there is a change of venue, in which case the 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 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. 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 prize, etc.
5. **COMMITTEES/CHAIRPERSONS, etc.**
  - a. All chairperson assignments must be approved by the Board of Directors. A maximum of two (2) people can be assigned to any chairperson position. In the event that two people are assigned to a chairperson position, they will both have the "Chairperson" title and equal powers and responsibilities.
  - b. 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.
  - c. A second meeting may be called by the Convention Chairperson if deemed necessary at any time before the Convention.



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- d. 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.
  - e. 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, 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:**  
Free and discounted tables can only be offered at the conventions and monthly bourses with the approval of the board.

## **ARTICLE X**

### **1) 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 XI**

### **1) AUCTIONS**

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

## **ARTICLE XII**

### **1) 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.

## **ARTICLE XIII**

### **1) 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.

