

B.N.A. Inc.

BY-LAWS

- 1) Originally Amended Upon the Merger of E.C.C.S.C. and B.N.A. June 2, 2003
- 2) Amended March 2004
- 3) Amended September 2005
- 4) Amended November 14, 2017
- 5) Amended December 10, 2019
- 6) Amended December 14, 2021
- 7) Amended July 11, 2023
- 8) Amended November 14, 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, 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 THE BUFFALO NUMISMATIC ASSOCIATION, INC.

ARTICLE II

1) NOT-FOR-PROFIT ORGANIZATION

- A. The B.N.A. Corporation is organized and shall be operated as a not-for-profit. It shall not have the 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 general 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 annually on the last day of December. An annual financial report will be made available to the membership at the January 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 comprised of five (5) Directors at Large and four (4) Executive Officers. The Executive Officers will consist of a President, Vice President, Treasurer, and Secretary. All Directors at Large and Executive Officers must maintain their membership in good standing throughout their term of office. The members of the Board of Directors 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. The Board of Directors is responsible for the business of the Association and shall perform its duties in a manner that is satisfactory to the membership.

ARTICLE IV

1) ELECTION OF DIRECTORS AT LARGE AND EXECUTIVE OFFICERS

- A. Directors at Large shall be elected for a term of two (2) years.
- B. Executive Officers shall be elected for a term of two (2) years.
- C. **Nominating Period:** Nominations for the Board of Directors will open on the first day of October. A call for nominations will be made at every General Membership Meeting until the nominating period closes. The nominating period will close on the last day of November.
- D. **Nominating Procedure:** Once the call for nominations has begun, any member in good standing may make a nomination. Only members in good standing and members eighteen years of age or older can be nominated. Nominations must be made in person at a General Membership Meeting. The nominee must accept or decline the nomination. If the nomination is accepted, a call for a second will be made immediately. If the nomination fails to garner a second, that nomination will be null and void. Nominations that are seconded will be considered a candidate for that position. The Secretary will record all nominations and the result of the subsequent call for a second.
- E. **Meeting Cancelations:** If, for any reason, a General Membership Meeting is not held during the nomination period, these items will be in effect for the first meeting after the canceled meeting(s).

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- F. Nomination Limits:** Up to three (3) nominations may be made for each of the four (4) Executive Officer positions. The first three (3) successful nominations will be the candidates for that office. Subsequent nominations for that office will not be considered. Any number of nominations may be made for the Directors at Large positions.
- G. Nomination Results:** After the nomination period is closed, The Secretary will publish the list of candidates in the next newsletter or communicate to the general membership by some other means the names of all candidates. This must be accomplished before the general membership meeting where the election is held.
- H. Candidate Statements:** Any and all candidates, if they choose, may 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 statement will be limited to 500 words. The candidates, if they choose, may also present a brief talk before the the General Membership Meeting where the elections will be held, stating their intentions. The talk will be limited to two minutes. There will be no questions from the membership, and the membership may not interrupt the speaker.
- I. Voting:** The voting shall be by secret ballot. Every member in good standing present at the December General. Membership meeting may cast one (1) vote for each of the four (4) Executive Officers and five (5) votes for the Directors At Large. If any candidate is running unopposed, the Secretary shall record one vote for that candidate and record it as required.
- J. Meeting Cancellation:** If, for any reason, a General Membership Meeting is not held during December, the vote for the Board of Directors positions will be taken at the next General Membership Meeting. If the nomination period was also extended due to cancellation, the vote will be taken at the first General Membership Meeting after the requirements for the nomination procedure have been fulfilled. Nominations and voting will never occur at the same General Membership Meeting.
- K. Election Tellers:** Two (2) Election Tellers shall be selected and approved by the general membership. 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 or via some other means of communication to the membership.
- L. Term of Office:** The newly elected Directors at Large and/or Executive Officers shall assume their respective offices for the Association on the first day of January. If the vote was delayed due to meeting cancellation(s), they shall assume their respective offices immediately. Regardless of meeting cancellations, all terms of office expire on the last day of December.
- M. Transition:** Previous Directors at Large or Executive Officers, upon completion of their elected terms, resignation, or removal from the Board of Directors, 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.
- N. Resignations from the Board of Directors**
Any Executive Officer or Director at Large may resign from their office at any time by providing written notice to the Board of Directors.

O. Removal from the Board of Directors:

1. Any member in good standing may make a motion to remove any Executive Officer or Director at Large from their office. Roberts Rules of Order will be followed to consider the motion and debate it. A simple majority is required to approve the motion so it may move on to the voting stage.
2. There will be a minimum 30-day waiting period between the approval of the motion for removal and the final General Membership vote that authorizes the removal.
3. Only members in good standing and who attend the General Membership Meeting in person will be eligible to vote. The vote will be by secret ballot. The general membership will select and approve two (2) members to act as Tellers to count the votes.
4. For the motion to be successful, a minimum of two-thirds of the eligible voters must vote in favor of the removal motion.
5. If the motion is not brought to a vote within ninety (90) days from when the motion was approved, the motion will expire and to be considered null and void.
6. A subsequent motion for removal of the same Board of Director member cannot be made for a minimum of 120 days after the unsuccessful General Membership vote or the expiration of the motion.

P. Directors at Large Vacancy: Should a vacancy occur in any of the Directors at Large position for any reason, the remaining four (4) Directors at Large shall, by a minimum vote of three (3) in favor, appoint a member in good standing to complete any unexpired term until the next scheduled election. Vacant positions must be filled within sixty (60) days of the vacancy.

Q. Executive Officer Vacancy: Should any vacancy occur among the four (4) Executive Officers for any reason, the Directors at Large and the three (3) remaining Executive Officers shall, by a minimum vote of five (5) in favor, appoint a member in good standing to fill that office until the next scheduled election.

2) BOARD OF DIRECTORS MEETINGS

- a) **Regularly Scheduled Meetings:** A minimum of four (4) Board of Directors meetings per year will be held, with a minimum of 30 days between regularly scheduled meetings.
- b) **Special Meetings:** A Special Meeting may be called at any time by the Board of Directors. The President may, when he/she deems it necessary, or the Secretary shall, at the request in writing from three members of the Board of Directors, issue a call for a Special Board of Directors Meeting. Five days' notice must be given to all members of the Board of Directors before a special meeting is held. If five days' notice is not given, the Special Board of Directors Meeting shall be declared null and void.
- c) **Order of Business:** The order of business at all Board of Directors Meetings shall be determined by the President or, in his/her absence, the Vice President. All business shall be conducted in accordance with Robert's Rules of Order.

ARTICLE V

1) DUTIES OF DIRECTORS AT LARGE AND EXECUTIVE OFFICERS

A. Attendance:

It is the duty of all Directors at Large and Executive Officers to attend a minimum of 50% of the scheduled Board of Directors meetings, and the absence from more than two consecutive meetings is grounds for removal from office and replacement as specified in Article IV - N.

B. Conflict of Interest Statement:

At the January Board of Directors meeting, or the first meeting thereafter, in the event that the January meeting is canceled, all Directors at Large and Executive Officers will annually review and sign a Conflict of Interest Policy in accordance with New York State law.

2) BOARD OF DIRECTORS

The members of the Board of Directors 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.
- C.** attend all scheduled Board of Directors meetings or notify the Chairperson or his or her designee if they are 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 members do 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 censured, 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

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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 31st.

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:

	Annual Dues
Paid on or before March 31	100%
Paid between April 1 and June 30	75%
Paid between July 1 and September 30	50%
Paid after October 1	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) GENERAL MEMBERSHIP MEETINGS

a) **Scheduled Meetings:**

A minimum of six (6) General Membership meetings per year will be held with a minimum of 30 days between meetings. A tentative schedule will be published in December for the following year.

b) **Order of Business:**

The order of business at all General Membership Meetings shall be determined by the President or, in his/her absence, the Vice President. All business shall be conducted in accordance with Robert's Rules of Order.

ARTICLE VIII

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 to the board of directors for approval. 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 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 closes 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.

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3. CONVENTION PROGRAM ADVERTISING:
 - a. Advertising space will be offered starting June 1st. Previous advertisers will be notified, and new advertisers will be solicited.
 - b. Prime space advertising (inside front and rear covers, outside rear cover, and centerfold): No previous advertiser shall have the same primary pages for 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 the 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.
 - 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

Any changes and amendments to these bylaws must follow the procedure detailed below:

A. Proposed Amendments:

Any member of the Board of Directors may propose amendments to these bylaws.

B. Support or Oppose by the Board of Directors:

Before the proposed amendments are brought to the General Membership, the Board of Directors will vote by a simple majority to support or oppose the amendments. A vote to “oppose” the amendments will not preclude the amendments from being brought to a vote by the General Membership. The outcome of this vote will be made known to the General Membership.

C. Dissemination of Proposed Amendments:

The proposed amendments will be disseminated to the General Membership via verbal, hard copy, and/or electronic means at least thirty (30) days before the proposed amendments are voted on by the General Membership.

D. Voting by the General Membership:

After the above requirements have been met, the proposed amendments will be brought to a vote at any subsequent General Membership Meeting. If a successful motion for a secret ballot is made, the General Membership will select and approve two (2) members to act as Tellers to count the votes. Otherwise, a voice or roll call vote may be used. Only members in good standing will be eligible to vote.

E. Approval of Proposed Amendments:

For the amendments to be approved, a minimum of two-thirds of the eligible voters in attendance at the General Membership Meeting must vote in favor of approving the amendments.

F. Time Limits:

If the proposed amendments are not brought to a vote within ninety (90) days from when the amendments were published, the amendment process will be considered null and void and must start again from the beginning.

