

# **Cincinnati Numismatic Association**

**Founded 1930**

**Bylaws**

## **Article I: Name and Purpose**

1. The name of this organization shall be Cincinnati Numismatic Association (CNA) hereinafter referred to as the "Club".
2. The purpose of the Club is to foster an interest in numismatics, provide educational opportunities related to coin collecting and history, facilitate the exchange of information among members, and promote a sense of community among numismatists by:
  - 2.1. Holding monthly meetings with educational programs
  - 2.2. Educating the general public concerning numismatics
  - 2.3. Publishing a monthly newsletter on the topic of numismatics
  - 2.4. Encouraging communication and exchange of knowledge
  - 2.5. Hosting and/or supporting coin shows that incorporate educational programs and demonstrations
3. The Club shall be a not-for-profit Corporation. The Club is organized exclusively for charitable, educational, and scientific purposes, and the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.
4. No Private Inurement; No Substantial Lobbying; No Political Campaign Intervention. No part of the net earnings of the Club shall inure to the benefit of, or be distributable to, any private individual. The Club may pay reasonable compensation for services rendered in furtherance of its exempt purposes. The Club shall not carry on propaganda or otherwise attempt to influence legislation except to the extent permitted by Section 501(h) of the Internal Revenue Code, if elected, and shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision, the Club shall operate exclusively for purposes permitted under Section 501(c)(3) of the Internal Revenue Code.
5. The Club shall endeavor to create and maintain goodwill and a good reputation at all times.
6. The Club is committed to providing an inclusive and welcoming environment for all members and participants. Discrimination or harassment based on race, color, religion, national origin, sex, gender, age, disability, sexual orientation, gender identity, or any other protected characteristic will not be tolerated. All individuals are to be treated with respect and dignity in accordance with the values of the Club.

## **Article II: Membership**

1. Membership is open to all individuals interested in numismatics.
2. Prospective members must complete an application form and pay the annual dues as established by a majority vote of the Board of Governors.
3. Membership dues shall be determined by the Board of Governors and are payable at the beginning of each calendar year.
4. Membership types shall be determined by the Board of Governors with general categories of membership including but not limited to:
  - 4.1. Regular
  - 4.2. Junior
  - 4.3. Life
  - 4.4. Honorary
5. New members who pay dues in October through December will have their dues applied through the following year.

6. Membership may be terminated if a member engages in behavior contrary to the Club's objectives or violates the Club's Code of Conduct. Termination requires a majority vote by the Board of Governors.
  - 6.1. The Board of Governors may deny or revoke membership where credible evidence shows behavior that poses a material risk to the safety, property, or integrity of the Club, subject to a fair process (notice and opportunity to be heard). Decisions shall be based on conduct, not status.
  - 6.2. A member who has had their membership revoked may petition the Board of Governors in writing for reinstatement.
7. Non-payment of dues results in automatic termination of membership on January 1st of that year. Membership is reinstated in the month that dues are paid.
8. A member is in good standing if dues are current, the member is not under suspension, and the member complies with the Club's Code of Conduct.
9. Club membership lists shall only be made available to the Executive Committee and Board of Governors. Personal information collected, including names, contact details, and membership status, will be used solely for organizational purposes such as communication, event coordination, and recordkeeping. Member data will not be shared, sold, or disclosed to third parties without consent, except as required by law. Reasonable measures will be taken to safeguard all member information.

### **Article III: Meetings**

1. Regular meetings shall be held monthly on a date, time, and location set by the Board of Governors.
2. Any changes in the time and location of the meeting place must be approved by a majority of the Membership present at a regular meeting or by the Board of Governors, in either case with appropriate notification to be sent to the Membership by the Secretary or Editor.
3. The Board of Governors shall meet at least once per calendar year.
4. Special meetings may be called by the President, majority vote of the Board of Governors, or upon the request of at least one-third of members. Notice of special meetings must be given at least one week in advance.
5. A quorum for conducting official business at any meeting shall consist of at least ten percent (10%) of members in good standing, present in person or by electronic means.
6. The Club website will, to the extent reasonably practical, include Club contact information, announcements, meeting programs, educational materials and the monthly meeting notices.
7. If the Secretary is absent from a meeting, the President shall designate a current member to record the minutes.
8. Regular meeting minutes shall be published in the monthly newsletter. Minutes published for members may omit sensitive financial or personal information at the discretion of the Secretary and President.
9. The meetings of the Club will be conducted according to Robert's Rules of Order.

### **Article IV: Officers and Officer's Responsibilities**

1. **Composition:** Elected Club officers shall consist of the President, Vice President, and a three-member Board of Governors. This group of elected officers, in addition to the immediate past President, is referred to as the Executive Committee. Voting members of the Executive Committee include the President, Vice President, and three Governors. A majority of the Executive Committee constitutes a quorum for Executive Committee actions. The positions of Treasurer, Secretary, Webmaster, Historian, Editor, and Show Chair are appointed by a majority of the Executive Committee. The immediate past President and appointed positions are non-voting. All elected and appointed positions shall be filled exclusively by members in good standing.

2. **Elections:** At the January meeting of each election year, the Board of Governors shall present to the membership a slate of willing and able candidates for each of the following offices: President, Vice President, and member to the Board of Governors. This list shall be published in the February newsletter for the edification of the membership. Additional nominations may be made from the floor at the February meeting, but these nominations must be accepted or rejected before the close of the February meeting. The election of these officers and Board of Governor member will take place at the March meeting. New officers and governors are installed at the April meeting.
  - 2.1. If quorum is not present at the March meeting, the Secretary shall conduct an electronic ballot of all members in good standing. Ballots must be returned within ten (10) days of issuance. Results shall be certified by the Secretary and one disinterested Governor and announced at the April meeting.
3. **Terms:** The President and Vice President are two-year terms. The Board of Governors are six-year terms. Appointed positions have no designated terms but can be removed at the discretion of the Board of Governors.
  - 3.1. The President and Vice President and one Governor are elected at each election, and the three Governors serve staggered terms.
  - 3.2. Elections shall be held every two years, occurring in even-numbered years.
4. **Duties:**
  - 4.1. **President:** Shall preside over meetings, represent the Club at official functions, and ensure the Club's objectives are met.
  - 4.2. **Vice President:** Shall assist the President and assume the President's duties in their temporary absence. Should the President no longer be in office, the Vice President shall assume the role of President.
  - 4.3. **Secretary:** Shall keep minutes of all meetings and maintain the results of elections including officers' terms of office for all officers and Governors.
  - 4.4. **Treasurer:** Shall manage the Club's finances, keep accurate financial and membership records, and periodically report on the financial status of the Club.
  - 4.5. **Editor:** Shall produce the newsletter and other member communications.
  - 4.6. **Web Master:** Shall maintain and keep up to date the Club website.
  - 4.7. **Historian:** Shall maintain Club records.
  - 4.8. **Show Chair:** Shall oversee and manage coin shows sponsored by the Club.
  - 4.9. **Board of Governors:** Shall oversee the Club's management, ensure legal compliance, and oversee financial performance
    - 4.9.1.1. Meetings of the Board of Governors may be convened from time to time upon the call of the President or any member of the Board of Governors.
  - 4.10. The Library and other non-cash assets of the Club shall be maintained by a designated member or members appointed by the Board of Governors.
  - 4.11. Convention non-cash assets shall be maintained by a designated member or members appointed by the Board of Governors.
5. **Vacancies:** Vacancies in any elected Club officer role shall be filled by appointment by the Board of Governors until the next election.
  - 5.1. In case of disability or death of one of the members of the Board of Governors, the remaining two members of the Board of Governors and the President shall by a majority vote appoint a person who is a member of the Club in good standing to serve as a replacement for the balance of the unexpired term.
  - 5.2. Any elected officer or Governor may be removed for cause by a two-thirds vote of membership, after notice and opportunity to be heard.

## Article V: Committees

1. **Establishment:** The President may establish committees as needed to carry out the activities of the Club.

2. **Membership:** Each committee shall have a chairperson appointed by the President and shall include at least one Club officer.
3. **Reporting:** Committees shall report their activities and progress to the President on a regular basis.

## Article VI: Finances

1. **Fiscal Year:** The fiscal year of the Club shall be January 1 to December 31.
2. **Bank Accounts:** All funds of the Club shall be deposited into bank accounts in the name of the Club.
3. **Financial Record Retention:** Financial records shall be retained as required by law. Records may be kept in physical or electronic form and must be stored securely.
4. **Reporting:** The Treasurer shall prepare an annual report for review by Club membership to be presented at the March meeting or as requested by the President or Board of Governors.
5. **Audit:** An annual audit of the Club's financial records shall be conducted by a committee of three members in good standing who are not on the Executive Committee. Audit Committee members shall be appointed by the President and approved by a majority of the Board of Governors. The President should not chair this committee and the Treasurer should not serve on the committee in any capacity.
6. **Approval Authority:** Only the Board of Governors shall have the authority to designate which positions are authorized to approve expenditures and to establish the spending limits for those positions. No individual may commit Club funds without prior authorization as determined by the Board. The Board of Governors shall review approval authority for all positions no less than every two years, or more frequently as they deem necessary.
7. **Indemnification**
  - 7.1. **Purpose:** This Section is intended to protect Officers and members of the Board of Governors from personal liability for actions taken on behalf of the Club, within the limits of the Club's insurance coverage.
  - 7.2. **Indemnification:** The Club shall indemnify each person who serves or has served as an Officer, Governor, or agent of the Club against all expenses and liabilities, including attorneys' fees, judgments, fines, penalties, and amounts paid in settlement, that are actually and reasonably incurred by them in connection with any proceeding to which they are a party or are threatened to be made a party, by reason of their service to the Club.
  - 7.3. **Scope of Indemnification:** This indemnification applies to all liability arising from their conduct in their official capacity, provided that they acted in good faith and in a manner they reasonably believed to be in the best interests of the Club and did not engage in willful misconduct or gross negligence.
  - 7.4. **Benefit:** The indemnification provided for in this Article shall also be for the benefit of the heirs, executors, and administrators of the person being indemnified.

## Article VII: Amendments

1. **Proposals:** Amendments may be adopted by a majority vote of the Board of Governors and ratified by a two-thirds vote of the members present at the next regular meeting, provided that a quorum, as defined in Article III:5, is present at that meeting, and that written notice of the proposed amendment has been given to the membership at least 30 days prior to the meeting.
2. **Approval:** Amendments shall be discussed at a regular meeting and must be approved by a two-thirds majority of membership.
3. All articles and sections in the existing Constitution and By Laws that may conflict with the above are hereby repealed.

## Article VIII: Dissolution

1. **Decision:** The Club may be dissolved by a two-thirds majority vote of the membership present at a special meeting called for that purpose by the Executive Committee or upon the request of at least one-third of the members.
2. **Distribution of Assets:** Upon dissolution, and after paying or making provision for all liabilities, all assets of the Club shall be distributed by the Board of Governors exclusively for one or more purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, to one or more organizations which are then described in Section 501(c)(3) and qualified under Section 170(c)(2), or to a federal, state, or local government for public purposes. No assets shall be distributed to any member, officer, governor, or private individual.

## Article IX: Code of Conduct

1. **Behavior:** Members are expected to conduct themselves in a manner that is respectful and supportive of the Club's goals and fellow members.
2. **Discipline:** Any member who violates the Code of Conduct may be subject to disciplinary action, including suspension or expulsion, as determined by the Board of Governors.
3. **Conflicts of Interest**
  - 3.1. **Purpose:** This Section is intended to protect the Club's interests when the Club is considering entering into transactions or arrangements that could benefit a Governor, an Officer, a Committee Member, or any other Club Member who has decision-making authority.
  - 3.2. **Duty to Disclose:** Any person who has a potential conflict of interest related to a Club transaction or arrangement must fully disclose that financial or personal interest and all relevant facts to the Board of Governors or the relevant Committee that is considering the transaction or arrangement. The interested person will have the opportunity to present their case.
  - 3.3. **Procedures for Addressing Conflicts of Interest:** When a potential conflict arises, the interested person may address the Board of Governors or the Committee but must leave the room during discussion and voting. The President or Committee Chairperson may assign a disinterested party to explore alternatives. The Board of Governors or the Committee will then decide by majority vote of the disinterested Members whether the transaction or arrangement is in the Club's best interest and is fair and reasonable.
  - 3.4. **Payments and Fair Market Value:** Any payment that is made to an interested Officer, Governor, Committee Member or other member of the Club must be reasonable and not exceed fair market value for provided goods or services, including reimbursements to members for Club expenses. Approval is required by the Treasurer and a disinterested Executive Committee member to establish that the transaction or arrangement is in the Club's best interest.
  - 3.5. **Minutes of Meetings:** Meeting minutes must document attendance, the nature of the disclosed interest, general discussion details (including alternatives that are considered), voting records, and abstentions.
  - 3.6. **Statements:** Upon taking office or upon accepting appointment to a Committee, each Governor, Officer, and relevant Committee Member must confirm receipt, understanding, and agreement to comply with this conflict-of-interest policy, and must disclose any actual or potential conflicts known to them.
  - 3.7. **Annual Disclosure:** Each Governor and Officer shall complete and submit a conflict-of-interest disclosure statement annually and update it promptly upon any change.