

ROCHESTER NUMISMATIC ASSOCIATION, Inc.

BY LAWS

ADOPTED AT THE 1291st MEETING OF THE ROCHESTER NUMISMATIC ASSOCIATION
September 25, 1973

AMENDED AT THE 1454th MEETING OF THE ROCHESTER NUMISMATIC ASSOCIATION
June 9, 1981

AMENDED AT THE 1709th MEETING OF THE ROCHESTER NUMISMATIC ASSOCIATION
December 14, 1993

AMENDED AT THE 1954th MEETING OF THE ROCHESTER NUMISMATIC ASSOCIATION
June 2, 2005

AMENDED AT THE 2000th MEETING OF THE ROCHESTER NUMISMATIC ASSOCIATION
September 6, 2007

AMENDED AT THE 2010th MEETING OF THE ROCHESTER NUMISMATIC ASSOCIATION
February 7, 2008

AMENDED AT THE 2041st MEETING OF THE ROCHESTER NUMISMATIC ASSOCIATION
June 4, 2009

ARTICLE I NAME AND OBJECT OF ASSOCIATION

Section 1. This corporation shall be known as the Rochester Numismatic Association, Inc.

Section 2. The objects of the Association shall be: To foster the pursuit of numismatics as a science; to cultivate fraternal relations among collectors and students; to acquire and disseminate numismatic knowledge; to assist and encourage new collectors; and to form and maintain a cabinet and library of numismatic specimens and literature for the education of the members and the increase and stimulation of their knowledge and interest in numismatics.

Section 3. The corporation is organized and shall be operated as a Non-Profit organization, shall not have power to issue certificates of stock or to declare or pay dividends, and shall be operated exclusively for the purposes enumerated in Article I, Section 2. No part of the net income or net earnings of the corporation shall inure to the benefit or profit of any private individual, firm, or corporation. No officer or employee of the corporation shall receive or be lawfully entitled to receive any pecuniary benefits from the operation thereof except as reasonable compensation for services. No member or director of the corporation shall receive any salary, other compensation, or pecuniary profit 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.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute all of the remaining assets of the corporation exclusively for the purposes of the corporation or for a similar public use or purpose, to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 as the same shall then be in force, or the corresponding provisions of any future United States Internal Revenue Law, or to the

United States of America, the State of New York, or a local government within the State of New York, as the Board of Directors shall determine, or in the absence of such determination by the Board of Directors such assets shall be distributed by the Supreme Court of the State of New York to such other qualified exempt organization or organizations as in the judgment of the Court will best accomplish the general purposes or a similar public use or purpose of this corporation. In no event shall the assets of this corporation upon dissolution be distributed to a director, officer, employee, or member of this corporation.

The dissolution of this corporation and any distribution of the assets of this corporation incident thereto shall be subject to such laws, if any, then in force as may require the approval thereof or consent thereto by any Court or judge thereof having jurisdiction or by any governmental department or agency or official thereof.

ARTICLE II MEMBERSHIP

Section 1. Any person over the age of 18 years, whose membership application and fee have been received by the Membership Committee as provided in Article VI Section 2, may become a member.

Section 2. There shall be three classes of membership: Regular members, family members, and honorary life members.

Section 3. Honorary life member nominees shall be selected by the Board of Directors from those who have been members for at least ten years and who, in the judgment of the Board of Directors, have made some notable contribution to the science of numismatics. Any member of the Board of Directors may propose any member of the Association meeting the qualifications therefore for honorary life membership. Election to honorary life membership, upon the recommendation of the Board of Directors, shall, after written notice to the membership at least thirty (30) days prior to an annual meeting, be held, by secret ballot at an annual meeting of the membership of the association and shall be by the affirmative vote of ninety percent (90%) of the members present at such meeting.

Section 4. Honorary life members shall be entitled to all privileges of the Association but shall be exempt from the payment of dues or special assessments.

Section 5. Family membership shall consist of a regular member of The Association and the spouse of said regular member. A husband and wife may make application for family membership as prescribed in Section 1 of this article, or a regular membership may be converted to a family membership upon the application of a regular member and the spouse of said regular member, as prescribed in Section 1 of this article.

Section 6. Any member may withdraw from the Association after fulfilling all obligations to it by giving written notice of such intention to the Secretary, which notice shall be presented to the Board of Directors by the Secretary at the first meeting after its receipt.

Section 7. 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 hearing upon due notice to the member. In the event the Board of Directors finds the complaint was unfounded, the matter will be terminated, with no further action. In the event the Board of Directors finds that one or more element of the complaint has been sustained, but that no disciplinary action shall be taken, the matter will be terminated, with no further action.

In the event the Board of Directors finds that one or more material element of the complaint has been sustained and that disciplinary action is recommended by the Board, the Board shall recommend such disciplinary action to the membership as the Board shall deem appropriate. No such disciplinary action shall be taken unless it is approved by a two-thirds vote of the membership. The membership shall be notified of the material substance of the complaint, the findings of the Board, and the recommendations of the Board by letter sent not less than 30

days prior to the meeting. The recommendations of the Board shall be either approved or disapproved by the membership, without modification.

Section 8. Members whose dues are in arrears, in whole or in part, for three months shall be notified in writing that unless said arrearage is paid in full within sixty 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 III MEETINGS

Section 1. There shall be three types of meetings: (1) Annual; (2) Regular; and (3) Special.

Section 2. The annual meeting of the Association shall be the first meeting in June of each year. In the event the date of the first meeting in June shall be changed, the membership shall be advised of this change not less than 60 days prior to said meeting.

Section 3. Regular meetings of the association shall be two per month, except July and August. These stated meetings shall be on the first and third Thursday of every month except during the months of July and August, provided that the President or the Board of Directors may cancel or adjourn any such meeting to another date for any appropriate reason.

The Board, upon motion and vote, may change the date, time, and place of such regular meetings of the association, provided however that notice in writing shall be sent to each member of the association, by newsletter and/or letter, addressed to each such member of the association. In the event of such meeting changes, notice shall be given not less than two weeks before such change. In the event the Board shall change the regular meeting for more than one meeting or for all of the meetings in any fiscal year, all such changes may be noticed by one listing in a newsletter and/or letter. A notice of all regular meetings and annual meeting of the association shall be sent to the membership, by newsletter and/or letter, not less than once in any fiscal year.

Section 4. Special meetings of the association may be called by the President or the Board of Directors at any time upon not less than two weeks notice to the membership. Special meetings of the association must be called by the Secretary upon the written request of fifteen members qualified to vote, specifying the purpose of such call. At any special meeting, no business shall be transacted except such as shall be specified in the call thereof.

In the event a Special meeting is held outside of the County of Monroe, State of New York, no business of the association may be transacted at such meeting.

Section 5. At any meeting of the Association, the presence of fifteen members or twenty-five percent of the voting membership in good standing, whichever is the smaller number, shall be necessary to constitute a quorum for the transaction of business.

Section 6. 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*.

ARTICLE IV DIRECTORS

Section 1. The property, affairs, activities, and concerns of the Association shall be vested in the Board of Directors, consisting of the Officers of the Association and six members of the Association to be elected as hereinafter prescribed. The Directors shall be elected by the members of the Association at the annual meeting and shall serve for a term of three years. In the year elected, the Directors term of office shall be from July 1 of that year through June 30 of the year three years later. Each director shall hold office for the duration of his term, or until his successor shall be elected.

Section 2. At each annual meeting, a number of directors equal to that of those whose terms have expired shall be elected for the term of three years. Each director shall hold office until his successor has taken the Oath of Office. In the event a director shall serve two consecutive three-year terms, he shall be not eligible to be a director for a period of one year.

Section 3. The Board of Directors shall have power to perform the duties imposed upon it by the laws of the State of New York and these By Laws, and to take such actions not inconsistent therewith as shall be necessary for the protection of the property and the furtherance of the objectives of the Association. They shall keep a record of their proceedings and make regular reports thereon to the Association.

Section 4. The Board of Directors shall meet at least quarterly. 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 Board meeting. Only items of business enumerated in the notice of a Special meeting of the Board may be voted upon at a special meeting of the Board. However, this shall not prohibit the Board from informally discussing other matters of interest to the Board.

Seven members of the Board of Directors shall constitute a quorum for the transaction of business. Business of the Board shall be conducted by a majority vote of the Board, except when a higher percentage is required by these By Laws. If a quorum is not present, a less number may adjourn the meeting to a later date, not more than ten days later.

Section 5. Should any member of the Board of Directors absent himself unreasonably from three consecutive regular meetings of the Board, either without sending a communication to the President or Secretary stating his reason for so doing, or if his excuse shall not be accepted by 2/3 of the membership of the Board, his seat on the Board may be declared vacant, by an affirmative vote of 2/3 of the membership of the Board of Directors.

Section 6. Any one or more of the directors may be removed for cause, at any time, by a vote of two-thirds of the members present at a special meeting of the Association called for that purpose.

Section 7. Whenever any vacancy occurs in the Board of Directors by death, resignation, or otherwise, it shall be filled without undue delay by a majority vote by ballot of the remaining members of the Board at the next regular meeting of the Board, or at a special meeting, which shall be called for that purpose. The person so elected shall hold office until the next annual meeting, or until his successor has taken the Oath of Office.

ARTICLE V OFFICERS

Section 1. The officers of the Association shall be a President, a Vice-President, a Secretary, a Treasurer, a Curator, and a Librarian.

Section 2. The officers shall be elected by the members of the Association at the annual meeting, and shall serve for a term of one year. In the year elected, the Officers term of office shall be from July 1 through June 30 of the next year. Each officer shall hold office until his successor has taken the Oath of Office.

Section 3. If any vacancy occurs in any office, the Board of Directors shall fill such vacancy with a member in good standing for the period of the unexpired term.

Section 4. Duties of Officers

(a) President. It shall be the duty of the President to preside at the meetings of the Association and of the Board of Directors. He shall be a member ex-officio, with right of vote, of all committees except the Nominating Committee and the Numismatist of the Year Committee. He shall appoint all committees and shall perform such other duties as are necessarily incident to the office of President.

(b) Vice-President. It shall be the duty of the Vice-President to preside in the absence of the President, and during such absence, shall perform the duties of that office.

(c) Secretary. It shall be the duty of the Secretary to keep the minutes of the meetings, to register the names of the members, issue all notices required, handle such correspondence as may be necessary, and to perform such other duties incident to the office of Secretary. Minutes of all meetings shall be distributed by the Secretary to all Officers, Directors, and Historian before the next scheduled membership meeting. At that next meeting, the minutes shall be read to those present or otherwise be made available to them, with subsequent amendment and/or approval thereof.

(d) Treasurer. It shall be the duty of the Treasurer to have custody of all funds of the Association and to keep accounts of all monies received and expended and to report as to the condition of the treasury as often as shall be required by the Association or the Board of Directors and shall submit the club's financial records to the Auditing Committee annually for audit and at such other times as the Association or the Board of Directors shall require.

(e) Curator. It shall be the duty of the Curator to have sole custody and keep an accurate account of the Association's numismatic collection and its physical possessions other than the library and to arrange and care for its display. He shall report as to the condition of the collection annually or as often as shall be required of him by the Association or by the Board of Directors. Accession or deaccession of numismatic collection materials may be recommended by the Curator or Association members, and shall be approved or denied by a majority vote of the Board of Directors.

(f) Assistant Curator. Annually, the Curator may appoint one or more members as Assistant Curator to assist in the performance of the Curator's duties. The Assistant Curator may have access to the collection with the permission of the Curator, and shall have no vote on the Board of Directors. The Assistant Curator shall take office only when approved by a majority vote of the Board of Directors, for a term concurrent and ending with that of the Curator, unless earlier termination be made by a majority vote of the Board of Directors. A reappointed Assistant Curator may continue in office pending a vote at the next meeting of the Board of Directors. A copy of the appointment (reappointment) letter shall be forwarded to the Secretary.

(g) Librarian. It shall be the duty of the Librarian to have custody and keep an accurate account of the Association's library and to report as to its condition annually or as often as shall be required of him by the Association or by the Board of Directors.

**ARTICLE VI
COMMITTEES**

Section 1. The President, immediately after taking office, with the advice and consent of the Board of Directors, shall appoint the following:

- (a) Program Committee
- (b) Membership Committee
- (c) Auditing Committee
- (d) Nominating Committee
- (e) Numismatist of the Year Committee

The President shall appoint such additional committees as from time to time the Board of Directors may create, or the President may deem advisable. The number of members, tenure of office, powers, and duties of such other committees shall be established by the Board of Directors. Each standing Committee or other committee shall serve and continue to function until its successor committee is appointed, unless otherwise specified at the time of appointment. Vacancies in any committee shall be filled with a member in good standing by the President.

Section 2. The Membership Committee shall consist of three members. Upon receipt of a membership application and fee at any regular meeting, the Committee shall introduce the applicant and provide him with an RNA information packet. The Committee shall determine the next member number, complete a membership card, and present the card accordingly. Membership cards shall be mailed to those who submit their membership application by mail.

Section 3. The Auditing Committee shall consist of three members and shall audit the books of the Treasurer and shall also audit the Association's physical possessions in the custody of the Curator and the Librarian. The Auditing Committee shall submit a report to the Association at the Annual Meeting, and at such additional times as are required by the Association or the Board of Directors. The Auditing Committee shall assist the President and the Treasurer in planning fiscal policy for the Association.

ARTICLE VII ELECTIONS

Section 1. The election of officers and members of the Board of Directors shall be held at the annual meeting of the Association.

Section 2. The Nominating Committee shall prepare and present to the President, not later than the second meeting of February, a report containing the name of one candidate for each office to be filled by election at the annual meeting. Only those members who are qualified to vote shall be nominated.

Section 3. The Treasurer shall furnish the Nominating Committee with the official list of members of the Association who are in good standing and thus qualified to vote. The Secretary shall furnish such other information as the committee may request.

Section 4. The President shall cause the report of the Nominating Committee to be sent to all members qualified to vote before the first meeting in March.

Section 5. Other nominations for any or all of the offices to be filled may be made by written petition of at least fifteen members in good standing which shall be submitted to the President not later than the first-meeting in April. All nominees must be members in good standing of the Association.

Section 6. In the event of a contested election, the President shall appoint two election inspectors, who shall examine each ballot, tally the votes for each candidate, and immediately announce the results thereof to the membership.

Section 7. All contested elections shall be by written ballot. The Secretary shall cause a ballot packet to be mailed to each member entitled to vote, at said member's last known address, as shown on the books of the Association. The ballot packet shall contain (1) a ballot; (2) an inner envelope containing no identifying markings; (3) an outer envelope containing the voting member's name and the Secretary's return address; (4) an instruction letter, containing, but not necessarily limited to the pertinent provisions of this section. The ballot and ballot packet shall be mailed not later than the 10th day of May, in a post paid envelope. The ballot must be sealed in the inner envelope by the voting member, and then sealed in the outer envelope, with each voting member's name clearly marked on the outer envelope. Only those mail ballots received by the Secretary on or before the day of the annual meeting of the Association shall be eligible and shall be turned over by the Secretary to the Inspectors of Elections, unopened, at the annual meeting.

Any member who is present at the annual meeting, who has previously mailed a ballot to the Secretary, may upon request of the member, and before the commencement of voting, have his mail ballot returned to him, by the Inspectors of Elections, unopened. Only members in good standing, who do not have a mail ballot in the custody of the Inspectors of Elections, at the commencement of the elections, may vote in a contested election at the annual meeting.

Upon completion of voting by the eligible members present at the annual meeting, the Inspectors of Elections shall remove the inner envelopes from the outer envelopes of all mail ballots in their custody, and shall discard the outer envelopes before opening the inner envelopes and tabulating the ballots therein contained. Any mail ballot, which does not contain on its outer envelope, the name of the member voting, shall be void. Any ballot which contains more votes for a particular office than the number of elective positions for that office to be filled shall be void, insofar as that office shall be concerned. Upon completion of the tabulation, the Inspectors of Elections shall announce the results of said election.

Section 8. All elections for offices that are not contested, may be held upon the oral motion and vote of the membership present at the annual meeting. The Secretary shall be directed to vote one unanimous ballot for each candidate for each uncontested office.

ARTICLE VIII OATH OF OFFICE

Section 1. Each Officer and Director shall take the Oath of Office as follows: "I agree to abide by the Laws of the State of New York and by the By Laws of this Association to the best of my ability in the performance of the duties of the Office to which I have been elected or appointed."

Section 2. The Oath of Office shall be administered at the Installation of Officers, which shall be held at the end of the second meeting in June.

Section 3. Should any elected or appointed officer be unable to attend the Installation of Officers, he may submit a signed Oath, in writing, to the Secretary.

ARTICLE IX DUES AND MEMBERSHIP ENTITLEMENTS

Section 1. The dues of the Association shall be in such amounts as determined by the membership at the annual meeting of the Association and shall be payable in July of each year. Honorary life members shall pay no dues.

Section 2. All regular members in good standing and Honorary Life members shall receive a Presidential Medal struck to honor the President presiding during the year of membership, if one shall be struck. The Curator shall distribute as many of the Presidential Medals as possible by personal contact. Any medals not distributed within six months of their release shall be held by the Curator for a minimum of two years for the benefit of the member or upon proof of his decease for the benefit of his estate, after which time if it remains unclaimed, it shall become the property of the Association.

**ARTICLE X
GENDER AND GRAMMAR**

Section 1. The singular wherever used herein shall be construed to mean the plural when applicable and the necessary grammatical changes required to make provisions hereof apply to men or women, shall in all cases be assumed as though in each case fully expressed.

**ARTICLE XI
AMENDMENTS**

Section 1. These By Laws may be amended by a two-thirds affirmative vote of the members qualified to vote, who are present at any stated meeting of the Association, provided notice of the proposed amendment, subscribed by ten members, be given at a previously stated meeting and that a notice of the same also be given by the Secretary in the notice of the meeting, at which the amendment will be submitted for vote.

Suggested changes/corrections by William D. Coe, By Laws Review Committee Chair and Committee Members: Edie Coe (President), Tim Corio (Membership Committee Chair), Tom Kraus (Vice President), and by Arthur D. Cohen (Legal Counsel). 4/28/2005