

# **CENTRAL OHIO NUMISMATIC ASSOCIATION (CONA)**

**Founded 1907**

## **Constitution and By-Laws of the CONA Coin Club of Columbus, OH**

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**ARTICLE 1. Name and Purpose**

- 1.1 The Name of this organization shall be the Central Ohio Numismatic Association (CONA) hereinafter referred to as the "Club".
- 1.2 The purpose of this organization is to advance the knowledge and study of numismatics. This will encompass the following activities:
  - a. Holding monthly meetings with educational programs.
  - b. Encouraging communication among members.
  - c. Publishing articles concerning numismatics.
  - d. Educating the general public concerning numismatics.
  - e. Supporting local, state, regional and national coin shows held locally subject to the provisions of 3.5 (c).
- 1.3 The Club shall be a not-for-profit organization.
- 1.4 The Club shall be nonpartisan to the extent that it shall not participate, vote or intervene for or against any candidate for office. Club members shall have the individual right to participate, vote or intervene for or against any candidate for office.
- 1.5 The Club shall endeavor to create and maintain goodwill and a good reputation at all times.

**ARTICLE 2. General Powers**

- 2.1 The Club shall have the power to obtain, invest and retain funds for advancing the purpose stated in *Article 1*.
- 2.2 The Club shall have the power to do any lawful acts or things reasonably necessary or desirable for carrying out the Club's purpose.
- 2.3 The death, removal, or resignation of any member of the Club shall not result in the dissolution of the Club.

**ARTICLE 3. Board of Directors and Executive Committee**

- 3.1 The Club's activities shall be governed by a Board of nine (9) elected Directors; and one (1) appointed Director (who is the immediate past President). This appointed Member shall be a Board Member immediately upon completion of their term as President.

- 3.2 The Board of Directors shall have the authority to establish such rules and regulations concerning the Club's activities, consistent with the Club's purposes as set forth in *Article 1*, as the Board of Directors may deem advisable.
- 3.3 The Board of Directors shall have the authority to audit the club's financial records and accounts at any time. Any such audit may be called for by five (5) members of the Board of Directors.
- 3.4 The club's five (5) elected Officers shall form an Executive Committee that reports to the Board of Directors.
- 3.5 The Executive Committee shall report to the Board of Directors bi-annually (2x/yr.) and by special session as needed. The bi-annual Board of Director meetings shall occur the first Wednesday of the months of May and November.

Special Session meetings of the Board of Directors shall be called:

- a. By any five (5) or more Directors.
- b. By any three (3) or more members of the Executive Committee.
- c. As a result of any activity that has the potential to significantly impact the Club financially.
- d. As a result of any merger, dissolution or disposal of Club's funds or collections.

Notices for such sessions to all Directors and Executive Committee members shall be forwarded in writing, or by e-mail, or telephone a minimum of three business days before such session(s) are held. Special Session meetings of the Board of Directors shall be held as they determine. Any decisions related to 3.5 (c) or 3.5 (d) shall be presented to, and approved by a majority of the membership present at the next subsequent monthly meeting of the Club

- 3.6 A quorum shall consist of:
  - a. Five (5) members of the Board of Directors.
  - b. Three (3) members of the Executive Committee.
- 3.7 The Board of Directors shall not include members of the Executive Committee and the Executive Committee shall not include members of the Board of Directors.
- 3.8 In the event the Club dissolves, the Board of Directors shall meet and determine how to administer the disbursement of Club resources, including monies.

## **ARTICLE 4. Officers and Officers Responsibilities**

- 4.1 The elected Officers of the Club shall be the President, Vice-President, Sergeant-at-Arms, Secretary, and Treasurer. These Officers shall comprise the Executive Committee and have additional duties as determined by the Board of Directors.
- a. The President. The President shall preside at all meetings of the Club. The President shall be responsible for the enforcement of the Constitution and Bylaws. The President, with the assistance of the Sergeant-at-Arms, shall count election ballots and report results in writing to membership. Along with the Treasurer, the President shall have signature authority for Club bank accounts. The President, with the approval of the Board of Directors, shall appoint Committee Chairman as needed.
  - b. The Vice-President. In the absence of the President, the Vice-President shall perform all of the duties of the President.
  - c. The Sergeant-at-Arms. The Sergeant-at-Arms shall be responsible for maintaining order and security at Club meetings.
  - d. The Secretary. The Secretary shall keep the minutes of the meetings, maintain the Membership roster, send meeting notices to the Membership, read prior Club monthly meeting minutes at the next Club meeting, send out annual dues notices and provide content to any Webmaster.
  - e. The Treasurer. The Treasurer shall receive and disburse Club funds. The Treasurer shall keep and preserve proper records, and shall present the bi-annual and yearly financial report at the Directors' Meetings. The Treasurer shall prepare a written annual budget for presentation and approval at the first annual Board of Director's meeting each year. The Treasurer shall also present a summary of the Club's current financial status at monthly club meetings. Along with the President, the Treasurer shall have signature authority for Club bank accounts.
- 4.2 In addition to the elected Officers, there shall be such other Committee Chairman as the Executive Committee, with the approval of the Board of Directors may, from time to time, appoint. Such Committee Chairman may include, but shall not be limited to:
- Social Chairman,
  - Raffle Chairman,
  - Educational Chairman,
  - Nominations Chairman,
  - Show Chairman,
  - Webmaster to maintain any Club web-site,

- Historian to maintain Club records,
- Club Librarian,
- Awards Chairman,

and other appointments as necessary. Approval of such positions does not require a special session of the Board of Directors. However, the approval shall be made by majority voice vote by telephone, e-mail or in-person of the Board of Directors and recorded by the Secretary.

- 4.3 Each elected and appointed Officer, with the exception of the Treasurer shall hold his or her office for a two (2) year term, or until he or she resigns or becomes deceased or incapacitated, or is removed by a super majority vote of the Board of Directors. The Treasurer may be re-elected for as many terms as (s)he wishes to serve. A super majority consists of seven of the nine Directors.
- 4.4 No Club member shall serve as a member of the Board of Directors for more than two consecutive terms.
- 4.5 No Club member shall serve as an elected Officer to the same position for more than two consecutive terms.

### ***ARTICLE 5. Nominations and Elections***

- 5.1 Officers shall be elected by a majority vote of the Members present at the Monthly Club Meeting held on the third Wednesday in February. This shall occur every other year, beginning in 2008.
- 5.2 Officers shall be elected pursuant to Section 5.1 and shall be installed at the next Regular Club Meeting after which they were elected.
- 5.3 All Officers, at the expiration of their term of office, shall deliver to their successors all books, papers, monies, and/or other property of the club in their possession or available to them and held as a function of their elected position. Officers leaving their positions prior to their term of office shall deliver to the President, all books, papers, monies, and/or other property of the club in their possession or available to them and held as a function of their elected position. The President shall hold and preserve these materials until the vacated position can be filled.
- 5.4 A slate of Directors shall be elected by a majority vote of the Members present at the Monthly Club Meeting held on the third Wednesday in February. This slate shall serve for a term of three (3) years. This election shall occur every year, beginning in 2008 with the election of three directors for a one-year term, three directors for a two-year term and three directors for a three-year term.

Subsequent annual director elections shall be for three directors for three year terms.

- 5.5 Nominations for Officers and for the Directors to be elected may be made by any member in good standing at the time of the January meeting in which the election is to be held and will be closed at that time. Only a Member in good standing, who has been such for three (3) years, shall be eligible for an elected office or as a Director. Nominees must agree to run. Nominees will be announced at the January meeting.
- 5.6 A list of nominees will be included in/with the meeting notice for the February meeting.
- 5.7 Vacancies occurring in any elected office or in the Board of Directors shall be filled by appointment for the remainder of the term by a vote of five (5) of the remaining members of the Board of Directors, subject to ratification by the majority of the membership present at the next monthly Club meeting. If membership does not ratify the appointee(s), a special election can be held.
- 5.8 Elected Officers and Directors shall take office at the March meeting following their election.

## ***ARTICLE 6. Member Meetings***

- 6.1 The monthly meeting location of the Club shall be located in the County of Franklin, State of Ohio at a location designated by the Club's Executive Committee with the approval of the Board of Directors. Regular monthly meetings of the Club shall be held the third Wednesday of each month. Regular monthly meetings may be suspended for other Club activities (e.g., the annual picnic and Christmas dinner), at a place of the Executive Committee's choosing in the surrounds of the city of Columbus, OH. 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 Directors, in either case with appropriate notification to be sent to the Membership by the Secretary.
- 6.2 The Club may also have meetings at such other places, within or without the State of Ohio, as its business may require as the Executive Committee, with the approval of the Board of Directors, may designate.
- 6.3 Specialty groups within the club may choose the time and place of meetings at their discretion.
- 6.4 Special meetings of the Members may be held at any time, or upon written request of twenty percent (20%) of the Members; notice of which shall be sent to the Members of the club at least ten days in advance of the meeting.

## **ARTICLE 7. Meeting Notices and Website**

- 7.1 Drafting and sending Meeting Notices is the responsibility of the Secretary. Members shall receive the Meeting Notices by e-mail. Existing members requesting notices by standard mail shall receive such notices by surface mail provided they: i) request such notification from the secretary, and ii) they pay an additional assessment set annually by the Board of Directors.
- 7.2 The Club website will, to the extent reasonably practical, include contact information, announcements, meeting programs, educational materials and the monthly meeting notices.

## **ARTICLE 8. Membership**

- 8.1 Membership shall be open to all persons interested in the field of numismatics subject to: i) completion of a Club membership application, ii) acceptance by majority vote of the membership at the meeting following the application by a prospective new member and iii) receipt of annual, five (5) year or lifetime dues. Each Member who has paid his or her Annual Dues shall be entitled to one vote at any meeting of the Club at which they are present, and shall be entitled to all other privileges of membership.
- 8.2 There shall be at least seven (7) classes of Membership: Individual Membership, Family Membership, Youth Membership, Life Membership, Club Membership, Dealer Membership and Honorary Membership.
- a. Individual Membership. Individual Membership covers a single individual, and is renewed annually or for a five (5) year period.
  - b. Family Membership. Family Membership may be conferred on all members of a family residing or receiving mail at the same address, and is renewed annually or for a five (5) year period.
  - c. Youth Membership. Youth Membership may be conferred to individuals 18 years of age or under not covered under a Family Membership.
  - d. Life Membership. Life Membership covers a single individual, who has paid life membership dues.
  - e. Club Membership. Club Membership shall be open to other Club organizations. However, such members shall be non-voting members.
  - f. Dealer Membership. Dealer Membership will be open to Dealers. However, such members shall be non-voting members. Dealers may convert their membership to Individual or Family Memberships.

- g. Honorary Membership. Lifetime Honorary Membership may be conferred on a person or persons by the majority vote of a quorum of the Members present at any Regular, Annual or Special Meeting of the Members.

The Board of Directors, subject to the approval of a majority vote of a quorum of the Members present at any Regular, Special or Annual Meeting of the Members, may create additional classes of Membership (e.g., a separate class of Membership for dealers, academicians or for affiliate memberships for persons residing outside of Ohio).

- 8.3 Any member whose conduct, whether at any meeting or other function of the Club, or in his or her dealings with the public, is deemed detrimental to the best interests of the Club, or who shall willfully violate its Bylaws or other rules or regulations, may have their membership revoked a majority vote of the Executive Committee subject to the approval of the Board of Directors. A Member who has had their membership revoked may apply for a new membership under the provisions of Section 8.1.
- 8.4 A member in good standing is a member who: i) is current with respect to Club dues, and ii) has not be found to be in violation of the provisions of Section 8.3.
- 8.5 Club Membership lists shall only be made available to the Board of Directors, Executive Committee and their assistants. These lists should be guarded closely and shall not be distributed.

## ***ARTICLE 9. Membership Dues***

- 9.1 Members shall be required to pay dues as follows:
- a. Annual Dues for Individual, Family, Club and Dealer members, for each calendar year in the amount set, from time to time, by the Board of Directors and approved by the Membership. The Annual Dues may be set at different rates for different classes of Membership.
  - b. Lifetime membership shall be fifteen (15) times the annual membership dues at the time of payment.
  - c. Youth membership shall not be required to pay dues.
  - d. Honorary membership shall not be required to pay dues.
- 9.2 Annual Dues shall be collected and managed by the Treasurer. Annual Dues are payable by each member by the January monthly meeting (except that for any new Member such dues shall be prorated in accordance with Section 9.3 below and be payable upon acceptance and approval of his or her completed application for Membership).



- 9.3 Except for new Members starting their membership in the final quarter of a calendar year, there shall be no proration of Annual Dues. New Members submitting completed applications for membership in the final quarter of a calendar year shall pay one-quarter of the Annual Dues for the balance of that calendar year.
- 9.4 Failure to pay annual dues by the January meeting shall result in suspension of Club membership, benefits and rights until such time as dues are paid in full. Failure to pay dues within sixty days of the January meeting shall require reapplication and approval for Club membership.
- 9.5 Any Member may resign at any time, but such resignation shall not become effective until proper notification is made to the Secretary or a member of the Board of Directors. A Member resigning from the Club shall not be entitled to any rebate of any dues paid.
- 9.6 Any Member suspended or expelled shall not be entitled to any rebate of any dues paid.

#### ***ARTICLE 10. Written Revisions to the Bylaws***

- 10.1 Revisions to these Bylaws may be proposed by any Member in good standing at any monthly Club meeting in writing. Proposed revisions to the Bylaws may be adopted by a voice or electronic vote of a quorum of the Board of Directors. If so adopted by the Board of Directors, the proposed revision shall not become effective unless and until ratified by the vote of a two-thirds (2/3) majority of the Members present at a subsequent monthly Club meeting. Revisions shall become effective upon such ratification.

#### ***ARTICLE 11. Parliamentary Authority***

- 11.1 The parliamentary authority in conducting all meetings of the Club shall be the current edition of Robert's Rules of Order. Any rule of order may be suspended temporarily by a quorum of the Board of Directors.