

CENTRAL STATES NUMISMATIC SOCIETY

Organized April 23,1939

Exclusively for charitable purposes within the meaning of section 501 c (3) of the Internal Revenue Code and incorporated under the laws of the State of Illinois, May 16, 1955.

CONSTITUTION

ARTICLE I

NAME, AREA AND PURPOSE

Section 1.

The name of this organization shall be Central States Numismatic Society.

Section 2.

The principal activities of this Society shall be conducted in the following Central States: Illinois, Indiana, Iowa, Kansas, Kentucky, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, and Wisconsin.

Section 3.

The objects of this society shall be to advance the knowledge of numismatics along educational, historical and scientific lines; to promote greater popular interest in the science of numismatology and promoting a friendly feeling for one another through a social gathering; to aid its members in the study, acquisition, exhibition, use and preservation of numismatic material; and to assist in bringing about better cooperation among all individuals, and all numismatic organizations in the Central States area.

ARTICLE II

MEMBERSHIP AND OFFICERS

Section 1.

Any person of good moral character who is over the age of seventeen years shall be eligible for regular or associate membership. Any person of good moral character who has not attained the age of eighteen years shall be eligible for junior membership. Any regular member or numismatic club shall be eligible for life membership upon fulfilling the requirements prescribed in the by-laws of the society. Numismatic clubs in the Central States area as defined in Article I, Section 2, of this constitution, shall be eligible for regular membership.

Section 2.

The Officers of this Society shall be a president, vice president, secretary-treasurer, immediate past president, and board of governors.

ARTICLE III

AMENDMENTS

Section 1.

This constitution may be amended at any annual meeting by a two-thirds (2/3) majority of those voting by written ballot after notice to the membership as required by the by-laws

CENTRAL STATES NUMISMATIC SOCIETY

BY-LAWS

ARTICLE I

SOCIETY YEAR

Section 1.

The fiscal year of this society shall be March 1 st of one year to and including the last day of February of the next year.

ARTICLE II

MEMBERSHIP AND DUES

Section 1.

The society shall have the following classes of membership: regular members, associate members, life members, and junior members. Regular and associate members are the same, except the associate member does not receive The Centinel.

Section 2.

Regular members, associate members, and junior members shall be carried on the roster on a yearly basis as defined in Article I, Section 1 of these by-laws.

Section 3.

Applications for membership in each class shall be made on a form prescribed by the secretary-treasurer.

Section 4.

Duly organized clubs within the prescribed area of the Central States shall be eligible for regular membership and life membership.

Section 5.

Business firms shall not be eligible for membership as such, but individual members of business firms may become members if they meet the requirements of these by-laws.

Section 6.

The annual domestic dues of the society year ending the last day of February shall be \$10.00 for regular members, \$5.00 for associate members, and \$1.00 for junior members. Dues received with applications for new members between January 1 st and the last day of February of any year shall be considered as full payment for the period ending the last day of February of the following year. The life membership fee shall be \$200.00 and must accompany application. Life memberships are available only to adults who have been a member of CSNS for at least two years. The annual dues for individuals residing outside the United States shall be \$25. Dues paid by members living in Canada must be paid by international money order.

Section 7.

Membership applications, together with the proper amount of dues, shall be sent to the secretary-treasurer, who shall cause a notice of the name of each applicant to be published in The Centinel. If no written objection to an applicant's admission is received by the secretary-treasurer by the 20th day of the calendar month succeeding the calendar month in which such an issue is transmitted to the members, the applicant shall be deemed admitted to membership. If such written objection is received by the secretary-treasurer, he or she shall advise the applicant in writing of the nature of the objection and request an answer thereto. The secretary-treasurer shall refer the applicant's answer, if any, together with any other available information relating thereto, to the governing board for consideration and action. The governing board may either accept or reject such application, in which event the secretary-treasurer shall notify the applicant of the board's decision. In the event of rejection, the applicant's dues payment shall be refunded. Each applicant for membership shall be entitled to the proper form of membership card signed by both the president and secretary-treasurer.

Section 8.

Membership dues shall be payable in advance. The secretary-treasurer shall send a dues notice no later than March 1 to those members who have not paid their dues for the current year. Second dues notices shall be mailed promptly following the anniversary convention. The secretary-treasurer on July 1 shall purge the roster of individuals whose dues are not current.

Section 9.

The secretary-treasurer may reinstate any member expelled from membership for nonpayment of dues after investigating and approving such member's conduct prior to reinstatement and upon receipt from said member of the current year's dues. A new membership number shall be assigned to such member. Such member at his option shall be entitled to his former membership number upon paying all of his unpaid dues for the period prior to his reinstatement. If such current year's dues are paid between January 1st and the last day of February of any year, they shall be considered as full payment of dues for the period ending February 28th of the following year. Resignations in writing by members in good standing may be accepted by the secretary-treasurer.

Section 10.

Any member violating any provision of the constitution and by-laws of the society, committing any unfair or unethical act in his dealings with others, unjustly defaming the character of any other member, interfering with activities of the society, being found guilty of committing a criminal offense, engaging in conduct unbecoming to a member or engaging in conduct prejudicial to the welfare to the society shall be subject to expulsion or other disciplinary action as hereinafter provided. Proceedings for such expulsion or other disciplinary action shall be initiated by written charges signed by the person making them. Such charges, with particulars thereof, shall be filed with the secretary-treasurer, who shall thereupon mail a written copy or summary thereof in an envelope with postage prepaid directly to the accused member at his last known address furnished by him to the society. The accused member shall be afforded a reasonable opportunity to enter a written defense to such charges. The matter shall then be referred to the governing board which shall determine the case under such rules and regulations as it may adopt. The governing board may dismiss such charges, or it may censure, suspend or expel the accused member. It may cause the result of its action to be published in the official magazine of the society.

Section 11.

Whenever the governing board is informed (through sources deemed by the board to be reliable) that a member has been indicted or otherwise prosecuted for the alleged commission of a criminal offense, the governing board may suspend such member pending the final

determination of such proceedings. In the event that the governing board (through sources deemed by the board to be reliable) is informed that a member has pleaded guilty to the commission of a criminal offense or has been judicially convicted of committing a criminal offense, the board may expel such member unless an appeal is pending from the conviction upon which the expulsion was based and the board has been informed thereof. A member may be suspended or expelled pursuant to this Section 11, whether or not written charges are brought against him and without compliance with the requirements of the preceding Section 10. The governing board may cause the result of its action to be published in the official magazine of the society.

ARTICLE III

OFFICERS, GOVERNORS, GOVERNING BOARD

Section 1.

The society shall have a president, vice-president, secretary-treasurer, editor, legal counsel, immediate past president, convention general chairman, convention bourse chairman and a maximum of ten governors, all of whom shall constitute a governing board. The president, vice-president, immediate past president and governors have the right to vote. The other offices are appointive and non-voting positions. The board appoints the secretary-treasurer, editor, convention general chairman and convention bourse chairman.

ARTICLE III

OFFICERS, GOVERNORS, GOVERNING BOARD

Section 1.

The society shall have a president, vice-president, secretary-treasurer, editor, legal counsel, immediate past president, convention general chairman, convention bourse chairman and a maximum of ten governors, all of whom shall constitute a governing board. The president, vice-president, immediate past president and governors have the right to vote. The other offices are appointive and non-voting positions. The board appoints the secretary-treasurer, editor, convention general chairman and convention bourse chairman. The president appoints the legal counsel. A vacancy on the board may be filled by appointment by a majority of the voting board members.

Section 2.

The governing board shall be generally responsible for the conduct of the affairs of the society and shall have such other duties and powers as herein provided.

Section 3.

The officers shall serve without compensation save as otherwise provided herein. They shall have the following usual duties:

PRESIDENT: The president shall have general supervision over all the affairs of the society. His duties shall include, but not be limited to, the following:

- a. To preside at all meetings of the society;
- b. To call meetings of the governing board and preside at them;
- c. To appoint all committee chairmen that may be necessary to achieve the objectives of the society, and to remove them at will;
- d. To serve as spokesman for the society in all dealings with outside individuals, groups or media.

VICE PRESIDENT: The duties of the vice president shall be:

- a. To assist the president, at his request, in the discharge of his duties;
- b. To act in the place of the president, in the event of the latter's absence or disability;
- c. To succeed to the society's presidency in the event of the death or resignation of the incumbent.

SECRETARY-TREASURER: The duties of the secretary-treasurer shall be:

- a. To keep a true record of the transactions of the society and to preserve all documents pertaining to his office;
- b. To act as secretary to the governing board and to keep a true record of its proceedings;
- c. To handle all correspondence relating to society matters;
- d. To receive all funds, regardless of their source, due the society;
- e. To pay out monies in accordance with governing board action or vote of the society's membership;
- f. To invest society funds consistent with governing board direction;
- g. To prepare both an accounting for all monies received and disbursed during each fiscal year and a full and final report of all matters pertaining to his office for the like period. These shall be furnished to the president and treasury oversight committee for sharing with the membership of the society.

IMMEDIATE PAST PRESIDENT: The duties of the immediate past president shall be:

- a. To serve upon such committees as he shall be appointed to by the incumbent president;
- b. To cast votes upon the several matters presented to the board for action.

GOVERNORS: The duties of a governor shall be:

- a. a. To serve upon such committees as he shall be appointed to by the incumbent president;
- b. b. To cast votes upon the several matters presented to the board for action.

Section 4.

No debts shall be contracted in the name of the society and no funds of the society shall be expended without the approval of a majority of the governing board except that the secretary-treasurer and the editor may pay and be reimbursed for the normal expenses incidental to their respective offices, and each committee chairman may pay and be reimbursed for up to \$50.00 of the normal expenses incidental to his committee in any society year, in each case without approval. Such expenses shall be respectively accounted for in the reports of the secretary-treasurer, editor, and each such chairman at the end of each society year. In addition to such reimbursement for expenses, the secretary-treasurer and the editor shall be paid such compensation as may be approved by the governing board.

Any capital expenditure of \$1,000 or more must be approved by the governing board.

Section 5.

The president in 1983 and each odd numbered year thereafter, in the last issue of The Centinel published prior to October 1st, shall issue a call for nominations of elected officers and governors. All nominations shall be made in writing to the secretary during October of said year and the election shall be held during the following year. Nominations may be made only by regular, associate or life members in good standing at the time of submitting the nominations. A member may nominate himself/herself. All candidates must be members in good standing.

The secretary shall promptly write each nominee notifying him or her of such nomination and requesting his or her written acceptance or refusal thereof. A nominee's acceptance must be received by the secretary on or before November 15th of said year.

No nominee may accept a nomination for more than one elective office in any election. The legal counsel and the editor may not be candidates for governor.

Section 6.

The secretary shall cause a list of nominations and the actions of the nominees thereon to be published in the last issue of The Centinel mailed to the members at least 45 days prior to the first membership meeting of the election year convention. The secretary shall obtain and publish in the last mentioned issue a biography, not exceeding 200 words in length, of each nominee who has so accepted a nomination, which biography shall include a record of his or her services to the society and to numismatics in general.

Section 7.

The secretary shall cause the names of all such nominees who have so accepted to be printed, in the order of receipt of their acceptances, on official ballots and shall cause one of such ballots to be mailed at least 40 days prior to the first membership meeting of the election year convention to each member in good standing, together with an envelope marked "Official Ballot" and addressed to an accounting firm selected by the secretary. Each envelope shall bear a different number, but the number selected shall be within the sole discretion of the secretary. Only regular, associate and life members shall insert their ballots in said numbered envelope and seal and mail the same. Only one ballot is allowed per envelope. An envelope must be postmarked at least twenty days prior to the date of the first membership meeting of the election year convention in order for the ballot therein to be counted. Such accounting firm shall tabulate only those ballots that are included in envelopes bearing numbers corresponding to those selected by the secretary. In instances where more than one envelope bears the same number, such accounting firm shall endeavor, by an inspection of the envelopes and ballots therein, or by other means, to determine which ballots are falsified.

Such accounting firm shall cause all ballots, all envelopes and a report of the votes cast for each candidate to be delivered to the secretary promptly following the tabulation and not later than the opening day of the principal convention immediately following such election.

Section 8.

The candidate or candidates who have accepted nominations as aforesaid and who receive the largest number of votes for the respective offices shall be declared duly elected; provided, however, that when more than ten candidates have so accepted nominations for governor not more than two candidates residing in any one state may be elected as governors even though one or more defeated candidates therefrom shall each receive more votes than an elected candidate residing in some other state. If any member votes for a number of candidates for any one office in excess of the number to be elected, therefore his vote for that office will not be counted but his votes properly cast for candidates for other offices shall be counted. For example, if a member votes for more than 10 candidates for board of governors, none of his votes for board of governors shall be counted; but if he votes for not more than 10 candidates for board of governors but votes for more than two candidates residing in any one state, his votes for the candidates residing in such state will not be counted, but his votes properly cast for candidates for board of governors residing in other states shall be counted. The secretary shall promptly notify the candidates of the election results after they become available. New officers and governors shall assume office upon their installation at the Sunday awards breakfast held during the election year convention. Any tie vote shall be broken by a coin toss, to be administered by the ethics committee.

Section 9.

In the absence of the president at any meeting, the vice president shall preside. In the absence of both the president and the vice

president, the immediate past president or a former president shall preside (in order named). In the absence of the secretary-treasurer at any meeting a former secretary or a temporary secretary may be delegated by the presiding officer to perform the duties of the secretary.

Section 10.

All officers and governors must be individual members in good standing who have attained the age of eighteen years and who reside within the said Central States area. No member may be nominated for the office of president unless he or she is or has been a member of the governing board. The president shall not be a candidate for reelection.

Section 11.

In the event of the unexcused absences of any member of the governing board from two or more meetings of that board during such member's two-year term of office, such member may be removed from office by an affirmative vote of a majority of the members of said board present at a meeting of said board. For the purpose of calculating the number of meetings not so attended, the failure to attend one or more meetings during any convention of the society or the failure to attend one or more sessions of an interim meeting of the society shall be deemed to constitute a failure to attend one meeting only. An absence from a meeting may be excused for good cause and only by the president or the secretary-treasurer or by a majority vote of the governing board.

ARTICLE IV

COMMITTEES AND PERSONNEL

Section 1.

In conducting the affairs of the society, the president may appoint and discharge committees, legal counsel and other personnel but shall not obligate the society for the payment of any compensation except with the approval of a majority of the governing board. Such appointments are made by the president or his successor in office. Commencing in 2004, the governing board, by majority vote, will appoint, discharge and determine the compensation of the secretary-treasurer.

ARTICLE V

MEETINGS AND CONVENTIONS

Section 1.

The society shall conduct its principal convention annually during the weekend nearest to the end of April in which it is possible to obtain adequate facilities for the conduct of the convention.

Section 2.

In selecting the principal convention site, consideration will be given to the availability of facilities that will accommodate all convention activities and the attendance of large numbers of members, visitors, exhibitors, and dealers, and will provide adequate and convenient transportation facilities. The convention shall be conducted in accordance with the society's convention manual. The governing board shall have the sole right to select and remove the general chairman.

Section 3.

The governing board shall meet in session during the convention to conduct the affairs of the society. An interim meeting of the governing board shall be called by the president to be held approximately six (6) months after the principal convention, preferably in conjunction with a state or regional convention. Special meetings of the governing board may be called by the president.

Section 4.

Members of the governing board shall each have one vote on any and all issues and a majority vote shall govern.

Section 5.

The president shall have the power to cause, or upon the request of any two voting members of the governing board the president shall cause, action on a proposed resolution to be taken by mail, or by telephone, in accordance with the following:

a. Mail. The president (or the president's designee) will deliver a copy of the proposed resolution to each voting member of the board and obtain their vote. Delivery of a resolution or vote may be made by regular U.S. mail, electronic mail or facsimile transmission, and will be deemed delivered on the date it is postmarked (in the case of regular mail) or on the date that receipt of a transmission is confirmed (in the case of electronic mail or facsimile.) Only those votes delivered within thirty (30) days after delivery of the proposed resolution will be counted. Adoption of a resolution by mail shall require the affirmative vote of two-thirds (2/3) of the voting members of the board.

b. Telephone. The president (or the president's designee) will contact each member of the board and obtain their vote on the proposed resolution. The proposed resolution must be read in its entirety to each voting member of the board, and the vote of each voting member will be recorded by the president (or the president's designee.) All voting members must be so contacted within a period of ten (10) days, and only those votes obtained within the ten (10) day period will be counted. Adoption of a resolution by telephone shall require the affirmative vote of two-thirds (2/3) of the voting members of the board.

A written copy of the resolution, together with the record of each board member's vote, will be sent to each board member and filed with the secretary.

Section 6.

The following order of business is included herein as a guide and convenience only. It is to be flexible for application as conditions warrant:

1. Call to order.
2. Introduction of visitors or celebrities.
3. Reading of secretary's minutes of last meeting and acceptance thereof.
4. Reading of treasurer's report and acceptance thereof.
5. Reading of reports of other officers and acceptance thereof.
6. Reading and acceptance of resignations.
7. Communications.
8. Unfinished business.
9. New business.
 - a. Report of committees.
 - b. Invitations for future conventions.
 - c. Other business.
- d. Announcement of results of election of officers.
10. Introduction and installation of new officers.
11. Opportunity to present new business to or by the new officers.
12. Adjournment.

ARTICLE VI

EXHIBITS AND AWARDS

Section 1.

Exhibits may be made at Central States conventions in accordance with such rules and regulations as may be prescribed by the governing board from time to time.

Section 2.

All exhibitors must be members in good standing of the Central States Numismatic Society.

Section 3.

All awards shall be provided by CSNS. Enough awards will be provided to cover all categories. The costs of these awards will come from convention revenue. All exhibit awards will come with the approval of the governing board.

ARTICLE VII

AMENDMENTS

Section 1.

The by-laws may be amended by the governing board, except for amendments relating to the voting rights of the members or eligibility for office of officers and governors.

Section 2.

Amendments to the constitution, and/or amendments to the by-laws relating to the voting rights of the members or eligibility for office of officers and governors shall be presented by the governing board in writing to the membership at least 40 days prior to the commencement of the principal convention. A majority vote of those members returning ballots postmarked at least 20 days prior to the principal convention shall be effective to accomplish any such amendment.

ARTICLE VIII

PUBLICATIONS

Section 1.

The Central States Numismatic society shall issue a periodical to be known as The Centinel.

Section 2.

An editor shall be appointed by the governing board for a period of two (2) years.

Section 3.

The name and address of the editor shall be noted on all publications and stationery of the Central States Numismatic Society.

Section 4.

The Centinel will be published quarterly.

Section 5.

Any other publication and/or advertisements connected in any way with the Central States organization, must have approval of the governing board except that the publicity chairman of any Central States convention may submit publicity releases to newspapers and

other periodicals without such approval unless otherwise notified by the secretary-treasurer in which case approval must be obtained.

ARTICLE IX

DISSOLUTION

Section 1.

Notwithstanding any other provision of these articles, the association shall not carry on any other activities not permitted to be carried on by an association exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law) or (b) by an association, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1985 (or corresponding provision of any future United States Internal Revenue law.)

Upon the dissolution of this association, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the Court of Competent jurisdiction of the county in which the principal office of the association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.