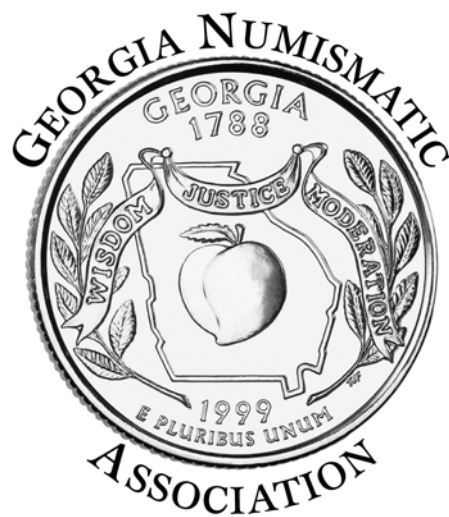


***GEORGIA
NUMISMATIC
ASSOCIATION'S***



***CONSTITUTION,
BYLAWS,
AND
CODE OF ETHICS***

June 2003

Constitution

Article I Name and Purpose of Organization

- Section 1.* The name of the organization shall be the GEORGIA NUMISMATIC ASSOCIATION, INC. The headquarters of the Association shall be located within the State of Georgia as designated by the Board of Directors.
- Section 2.* The purpose of this organization shall be as follows:
- A) To advance the science, education, and history of numismatics through the study of coins, paper money, medals, tokens, and other items related to the field of numismatics.
 - B) To promote numismatic knowledge through the use of educational programs, coin rallies, scholarships, and other suitable methods.
 - C) To cultivate an atmosphere of numismatic fellowship among collectors and clubs at the local level.
 - D) To encourage members attitudes which attract young people to the hobby.
 - E) To advise each member and club of future numismatic activities throughout Georgia.
 - F) To actively promote the organization of new clubs and strengthen existing clubs.
 - G) To sponsor one or more annual coin shows for members.
- Section 3.* This organization shall be a nonprofit organization.

Article II Membership in Organization

The Membership of this organization shall consist of the following categories: Regular, Junior, Life, and Club. There may be Honorary Memberships in any of these categories as granted by the Board.

Article III Officers of the Organization

- Section 1.* The Officers of this organization shall be: **President, Vice President, General Secretary, Membership Secretary, and Treasurer.**
- Section 2.* The actual management of the business of this organization shall be conducted by the Board of Directors. (See Bylaws, Article XIII, Section 2.)

Article IV

Revenue of the Organization

The revenue of this organization shall be derived from the dues of its Members and from such other sources as may be authorized from time to time by the Board of Directors.

Article V

Powers of the Organization

- Section 1.* The Association shall have the power to possess and use a common seal; to take or receive for the purpose of the Association any gift, grant, or bequest; and to accept and administer faithfully any trust for the purpose of this Association.
- Section 2.* All conveyances of real or personal property to the Association shall be taken in the name of the Association, and any property owned by the Association may be sold and conveyed by the Board of Directors only with a two thirds majority vote of the Board, in person or by proxy.
- Section 3.* Notwithstanding any of the powers granted in the Constitution, the organization shall not engage in any activities which are outside the scope and authority of Section 501 (c) (7) of the Internal Revenue Code.

Article VI

Reserved Rights

This Association assumes to itself all of the rights, powers, privileges, and immunities which are now, or which may be during the existence thereof, be conferred by law upon associations of a similar character and may adopt such Bylaws as may be required.

Article VII

Amendments

This Constitution may be amended at any Annual or Special Meeting by a two-thirds vote of all Members present, providing thirty (30) days notice of such intention is provided to each Member. All amendments shall go into effect upon official announcement of a favorable vote.

Bylaws

Article I **Application for Membership**

Section 1. Application for Membership in the Association shall be in writing and in such form and under such conditions as the Board of Directors shall prescribe.

Article II **Membership Provisions**

Regular Members are any Members who have reached their eighteenth (18) birthday, without regard to State of residence. The letter "R" shall precede their number on the Membership card.

Junior Members are Members who have not yet reached their eighteenth (18) birthday. The letter "J" shall precede their number on the Membership card.

Life Members are Regular Members who, after two (2) years of membership, elect to pay the Life Membership dues. The letter "L" shall precede their number on the Membership card.

Club Members are those clubs that have chosen to associate themselves with the GNA by establishing a membership in the name of their club. Each member club shall appoint a Club Delegate that acts as contact person between the club and the GNA. The letter "C" shall precede their number on the membership card.

Honorary Members are those Members, or persons who are not Members, who have performed some special service or act worthy of recognition for the Association or the numismatic field, and who are granted such status by the Board of Directors. Members in this status are relieved of dues payment while honorary members. The letter "H" shall precede any other prefix and their number on their membership card.

Article III

Voting Right of Members

All Members, except Junior Members and Honorary Members, shall have voting rights and the right to hold office.

Article IV

Membership Dues

- Section 1.* The dues of the organization shall be set each year by the preceding year's Board of Directors and confirmed by the General Membership by the vote and consent of two-thirds of the Members voting at the Annual Meeting, providing at least fourteen (14) days notice is provided to each member.
- Section 2.* This procedure is to be followed only if the dues are to be increased from the prior year.
- Section 3.* The dues payment year shall be January 1st to December 31st. Any payment of dues received from new Members in the months of October, November, or December shall be carried forward to the following year.

Article V

Member in Good Standing

A member in good standing is one who is not in default in the payment of dues, not in violation of the Code of Ethics, has not been suspended for any reason, and is not otherwise indebted to the Association. Deadline for payment of dues is December 31st of each year.

Article VI

Members in Arrears & Indebtedness

A Member in arrears for dues or who is otherwise indebted to the Association for a period of thirty days as certified by the Membership Secretary to the Board of Directors may be dropped from the Membership rolls and all rights and interest in the Association shall be terminated if such arrears are not paid within such period after an indebtedness notice is sent to the Member in writing.

Article VII

Member Resignation

The resignation of any Member shall be submitted to the Membership Secretary in writing, and shall become effective immediately upon receipt

Article VIII

Member Re-Instatement

Any former member in good standing may make application for reinstatement by paying the current year's dues. All such applications for reinstatement may be subject to approval of the Board of Directors.

Article IX

Member Expulsion

All members are subject to the GNA *Code of Ethics*. Any Member or club found guilty by the Board of Directors of any improper conduct or violation of the GNA *Code of Ethics* may be censured, suspended, or expelled, as herein provided. Charges shall be in writing and may be preferred by the Board of Directors itself or any Member in good standing. All charges shall be served by the Membership Secretary upon the accused Member by certified mail not less than ten (30) days prior to the date fixed by the Board for a hearing thereof. This notice shall include a copy of the charges. The accused Member shall have the right to appear before the Board and to be heard in presenting evidence in rebuttal to the charges. The finding of the Board, and penalty, in case the charges are sustained, shall be entered upon the minutes of the Board and permanently maintained. The decision of the Board shall be final and written notice shall be given the Member of its decision.

Article X

Association Meeting

Section 1. **Annual Meeting.** The Annual Meeting of the Association shall be held within the State of Georgia in conjunction with the Annual Convention.

Section 2. **Special Meeting.** Special Meetings of the Association shall be at a location mutually agreeable to the majority of the Members involved. Special Meetings may be called by the President, a majority of the Officers, or a majority of Club

Delegates, upon written notice to all Members at least (10) days prior to the Meeting. General business meetings held throughout the year by the Board of Directors do not carry "Special" status.

Article XI Quorums & Majorities

- Section 1.* Quorum of the Board of Directors for the transaction of business is at least six (6) Members, two of which shall hold Officer designations. Officers of the Association are the President, Vice President, General Secretary, Membership Secretary and Treasurer.
- Section 2.* A Majority of the Association for the transaction of business is two-thirds of the Board of Directors present at any General Meeting or two thirds of the general membership present at the Annual or any Special meeting.

Article XII Election of Officers

- Section 1.* Each year the President shall issue a call for the nomination of Officers. This notice shall appear in the *GNA Journal*. Nominations may be made by any Member in good standing.
- Section 2.* Nominations shall be made for President, Vice-president, General Secretary, Membership Secretary, Treasurer, and four (4) Governors-at-large.
- Section 3.* The election and appointment of all Officers and Board of Director members shall be as follows:
- A) **President:** Serves for a two (2) year period after being elected by the General Membership, and must have been a previous member of the Board of Directors.
 - B) **Vice President:** Elected by the General Membership to serve for a two (2) year period.
 - C) **General Secretary:** Elected by the General Membership and approved by the Board of Directors to serve for a two (2) year period.
 - D) **Membership Secretary:** Elected by the General Membership and approved by the Board of Directors to serve for a two (2) year period.
 - E) **Treasurer:** Elected by the General Membership and approved by the Board of Directors to serve for a two (2) year period.

- F) **Newsletter Editor:** Appointed by the Board of Directors to serve an indefinite term, as the Board or appointee sees fit.
- G) **President Emeritus:** The outgoing President shall be President Emeritus and serve on the Board of Directors for a period of one (1) year.
- H) **Governor-At-Large:** Elected by the General Membership to serve for a two (2) year period. Four (4) Members are elected on this basis.
- I) **Club Delegate:** Appointed by the their respective Club to serve for a one (1) year period.

Section 4. Nominations shall close sixty (60) days prior to the opening of the Annual Convention. The official ballot shall contain only the names of those Members who have accepted their nomination. It will appear in the newsletter issue prior to the yearly convention. Members at the Annual Meeting will vote on the candidates as called by a display of hands. Mailed in ballots for those not in attendance will be added to the count. A majority of votes is needed to win any position. Those running unopposed shall automatically be accepted to office, unless objection is voiced by any member, at which time a show of hands for a majority vote would be required.

Section 5. In case there are no nominations for any particular office, written nominations may be made prior to the Annual Meeting, with the nominee's permission. The additional nominations shall be brought to the attention of the Members during the Annual meeting and voted upon.

Section 6. Candidates receiving a plurality shall be deemed elected. In the absence of plurality action will be taken by the General Membership.

Section 7. Installation of the newly elected officers, with appropriate ceremony, shall be made before the close of the Annual Convention.

Article XIII

Duties of Officers

Section 1. **Board of Directors**

- A) Consists of the following Members: President, Vice President, General Secretary, Membership Secretary, and Treasurer, as well as the immediate Past President, four (4) elected Governors-At-Large, Newsletter Editor, Historian (if one is appointed) and one (1) Delegate from each Member Club.
- B) Shall be the General Administrative body of the Association and shall be subject to such definite orders and instructions as shall be given by Meetings of the Association.

- C) Shall have the authority to define and determine the meaning of the term "Improper Conduct" as used in these Bylaws, Article IX.
- D) The Board, through the General Secretary, shall keep an accurate, complete and permanent record of its proceedings.
- E) Shall approve the General Secretary, Membership Secretary, Treasurer, and Newsletter Editor.
- F) Shall review and set the dues for the Association.

Section 2. **President**

- A) The President shall preside at all Meetings of the Association.
- B) The President shall appoint all Regular and Special Committee Members. If necessary, the President will seek approval of the Board of Directors.
- C) The President or Treasurer shall sign all warrants drawn by the Treasurer for the payment of bills or claims properly incurred by or in the behalf of the Association. In order to expedite payment of Association debts the President may delegate the above described duties, but only to a duly elected or appointed Officer. The President may not assign this duty to a Club Delegate or a Member of the General Membership. The President has the authority to audit or call for an audit of the books whenever he or she chooses.
- D) The President, Treasurer, General Secretary or Membership Secretary shall execute on behalf of and in the name of the Association, when authorized by the Board of Directors, all contracts, deeds and other legal instruments.
- E) The President shall be a Member of the Board of Directors.
- F) The President shall be an ex-officio Member of all Committees and shall have the authority to call for Committee reports whenever he or she chooses.

Section 3. **Vice President**

- A) In the absence of the President, the Vice-president shall preside at Association and Board Meetings.
- B) The Vice President shall be a Member of the Board of Directors.

Section 4. **General Secretary**

- A) The General Secretary shall keep an accurate and permanent record of all proceedings of the Association and Board of Directors.
- B) The General Secretary shall be the officer primarily responsible for conducting the correspondence of the Association and the Board of Directors.
- C) The General Secretary shall have custody of the Association Seal, if any, and of all documents, including historical records and all old financial documents.

- D) The General Secretary shall countersign, register and attest documents signed by the president.
- E) At each Annual Meeting or Special Meeting, when so requested, the General Secretary shall prepare and present a general report on the condition of the Association, together with a complete financial statement of the transactions of his office for the Membership year.
- F) The General Secretary shall ensure that the GNA's corporate registration with the State of Georgia is renewed annually and that dues notices payable by the Association to other organizations are forwarded to the Treasurer for payment.
- G) The General Secretary shall be a Member of the Board of Directors

Section 5. **Membership Secretary**

- A) The Membership Secretary shall keep the record of all Members, collect all dues, assign permanent member numbers, issue membership cards, and conduct appropriate correspondence.
- B) The Membership record shall be complete in the application, including admission, death, resignation, expulsion, and reinstatement. The Membership Secretary shall receive and file all applications for membership, together with all data received in connection therewith. He shall prepare an annual delinquent dues report for the General Secretary whenever deemed appropriate.
- C) The Membership Secretary shall be a member of the Board of Directors.

Section 6. **Treasurer**

- A) The Treasurer shall receive and take charge of all monies, property and securities of the Association not assigned by the Bylaws to other Officers of the Association.
- B) The Treasurer shall pay out money on warrants properly submitted by a member of the Board of Directors and maintain copies of these warrants for future reference.
- C) The Treasurer shall present a balance sheet, showing revenues and expenditures covering transactions of the Office for the tax year. Or at other times, if called upon by the Board of Directors.
- D) The Treasurer shall deposit all money in a financial institution approved by the Board of Directors and in the name of the Association.
- E) The Treasurer shall maintain records of the monthly statements of all financial accounts for future reference. The Treasurer shall ensure that a second member of the Board is provided with a copy of the statement.
- F) At the discretion of the Board of Directors, the Treasurer may be required to provide a bond for the faithful conduct of his or her office, and the

safeguarding of the Association's funds. The bond premium will be paid by the Association.

- G) The Treasurer shall ensure that the tax returns are filed on time
- H) The Board may call for an audit at any time that it deems necessary.
- I) The Treasurer shall be a Member of the Board of Directors.

Section 7. **Newsletter Editor**

- A) Is appointed by the Board of Directors.
- B) Determines the content, design and frequency of the newsletter.
- C) Is responsible for the compilation and publication of the newsletter.
- D) Is responsible for mailing the newsletter to members.
- E) Is a member of the Board of Directors.

Section 8. **President-Emeritus**

- A) So that the Association may benefit from the advice and experience of outgoing Presidents, the status of President-Emeritus shall be bestowed upon the outgoing President for a period of one (1) year.
- B) The President-Emeritus shall be a Member of the Board of Directors.

Section 9. **Governors-At-Large**

- A) Four (4) Governors-At-Large shall be elected to the Board of Directors.
- B) Their duties consist of assisting the President and the Association for the betterment of the club.

Section 10. **Delegates**

- A) The Delegate is the representative of his/her Member Club. He/she will be the spokesperson for his/her club at the Annual and any Special Meetings of the Association. The Delegate is a full voting Member of the Board of Directors and may be assigned other duties as the Association directs.
- B) The General Secretary shall mail to the each Member Club a form asking for the name of the Club Delegate. This will be included in the mailing for Club dues. If this form is not completed and returned with the dues payment, the Club forfeits their Delegate voting rights for that year.

Article XIV

Show Committees

Section 1. The Show Committees shall be, but not limited to, the following:

- A) General Show Committee
- B) Bourse Committee
- C) Education Committee
- D) Registration Committee
- E) Security Committee
- F) Exhibit Committee
- G) Activity Committee
- H) YN Committee

Section 2. The General Show Manager, appointed by the President and approved by the Board of Directors, shall be responsible for the overall supervision of the Show and all Show Committees shall report to him or her. The General Show Manager shall report to the President and should be prepared to report progress to the Board of Directors.

Section 3. The Show Committees Managers shall be appointed by the General Manager with the approval of the Board of Directors.

Section 4. The number of Committee Members shall be the decision of the General Show Manager and the respective Committee Managers.

Article XV

Special Provisions

Section 1. No Board member shall incur any expense in the name of the Association over \$250 except with the authorization or approval of the Board of Directors.

Section 2. Reproduction of the Association's Seal shall be used for no purpose other than for approval by the Board of Directors.

Section 3. The Fiscal Year of the Association shall be from August 1st - July 31st.

Section 4. All Officers shall serve until their successors are selected and installed. At the expiration of their terms of office, all Officers shall deliver to their successors any and all papers, books, and other property belonging to or held in trust for the Association.

Section 5. Any vacancy in an office shall be filled by appointment of the President with approval of the Board of Directors. Should the vacant office be that of President, the Board of Directors will decide whether to fill the position through special election or wait until the next regularly scheduled election cycle.

Section 6. The Board of Directors has the authority to approve the payment of Management fees to selected positions if prudent to do so.

Section 7. In the event of the organization's dissolution for any reason, assets of the corporation will be transferred upon direction of the board.

Article XVI GNA Journal

Section 1. The official publication of the Association shall be known as the *GNA Journal*. Every attempt shall be made to publish the newsletter in a timely fashion.

Section 2. The Editor of the *GNA Journal* shall be appointed by the Board of Directors.

Section 3. The Editor shall have the sole responsibility to publish the *GNA Journal* and shall be responsible for the contents therein.

Article XVII Amendments

These Bylaws may be amended at any Annual or Special Meeting by a two-thirds vote of all Members present, providing thirty (30) days notice of such intention shall have been given each Member. All amendments shall go into effect upon official announcement of a favorable vote.

GNA Code of Ethics

For the guidance of its members, this Code of Ethics has been duly adopted by the Board of Directors under the authority vested in the State Charter and the Bylaws of the Association. A breach thereof by any member reflects, directly or indirectly, upon all members. Such a breach shall be considered conduct prejudicial to the welfare of the Association and cause for action by the Board of Directors.

As a member of the Georgia Numismatic Association:

- ✓ I agree to support and be governed by the State Charter and the Bylaws of the Association, and such rules, policies and regulations as may be in force from time to time;
- ✓ I agree to conduct myself as to bring no reproach or discredit to the Association, or impair the prestige of membership therein;
- ✓ I agree to base all my dealings on the highest plain of justice, fairness, and morality;
- ✓ I agree to neither buy nor sell numismatic items of which the ownership is questionable;
- ✓ I agree to conform to the accepted standards of dignified advertising;
- ✓ I agree to take immediate steps to correct any error I may make in any transaction;
- ✓ I agree not to sell, exhibit, produce, nor advertise counterfeits, copies, restrikes and reproductions of any numismatic items if their nature is not clearly indicated by the word "counterfeit", "copy", "restrike", or "reproduction" incused in the metal or printed on the paper therefore, with the exception of items generally accepted by numismatists and not in any way misrepresented as genuine;
- ✓ I agree to fulfill all contracts made by me, either orally or written, to make prompt payment upon delivery, and to return immediately any item that is not satisfactory;
- ✓ I agree to pay all indebtedness, either to the organization or other members promptly and fully.