

ARTICLE I

Name, Purpose and Society Year

Section 1. The name of this organization shall be MICHIGAN STATE NUMISMATIC SOCIETY.

Section 2. The purpose of the Society shall be to encourage and promote the science of numismatics; aid its members in the acquisition, study and exhibition of numismatic material; stimulate the development of interest and knowledge in numismatics; cultivate friendly relations among collectors and students; encourage and assist new collectors; foster the interest of youth in the subject; and demonstrate the fact that numismatics is an educational, serious and entertaining pursuit.

Section 3. The fiscal year of the Society shall be from January 1 through December 31 of the same year.

ARTICLE II

Individual Membership and Dues

Section 1. The Society shall have five classes of memberships: Regular Members, Junior Members, Life Members, Honorary Life Members and Club Members.

Section 2. Individuals of good moral character and reputation, who are interested in numismatics, shall be eligible for membership as hereinafter provided. Any such person eighteen years of age or over shall be eligible for Regular Membership. Any such person less than eighteen years of age shall be eligible for Junior Membership. Any duly organized numismatic club having at least fifteen dues-paying members shall be eligible for Club Membership.

Section 3. Any individual in good standing who has been a Regular Member for one year shall be eligible for Life Membership. A Junior Member shall be eligible to apply for Life Membership after his or her eighteenth birthday and recognition shall be given for years of Junior Membership. A Club shall not be eligible for Life Membership.

Section 4. Honorary Life Memberships, shall be automatically awarded to Presidents of the Society who have completed one full term of service to, the Society.

Section 5. Additional Honorary Life Memberships shall be awarded to persons determined worthy, by a majority vote of the Governing Board present and voting, at any meeting of the Board.

Section 6. Business firms shall not be eligible for membership as such, but individual members of such firms may become members if they meet the requirements of this Constitution and By-Laws.

Section 7. Applications for Regular, Junior, Life and Club Memberships shall be made on forms prescribed by the Secretary-Treasurer and each applicant shall be proposed by a member in good standing. Applications for Life Membership and Club Membership must be approved by majority vote of the Governing Board.

Section 8. Such applications, together with the proper amount of dues, shall be sent to the Secretary-Treasurer who shall issue the proper form of membership card, record dues, deposit funds. Any memberships received during October, November or December of one year will be considered as prepaid for the following year.

Section 9. The annual dues for each Society year shall be \$12.00 for Regular Membership, \$5.00 for Junior Membership, \$25.00 for Foreign Membership, and \$30.00 for Club Membership; all dues to be payable in advance and transmitted to the Secretary-Treasurer. In the event that all individual members of any Participating Club shall be members of the Society during any Society year, such Club Member shall not be required to pay Club Membership dues for such year. There will be no initiation fee charged for new members. The dues for Life Membership after December 31, 2004 shall be \$350.00, or \$300 if applicant is over 55 years of age at the time of application, or \$250 before December 31, 2004, payable at the time of making application therefore, and no further dues shall be required. Honorary Life Members shall not be required to pay dues.

Section 10. Each Club Member, following admission to the Society, shall be presented with a "Club Kit," containing a gavel and other items of help and interest to the Club.

Section 11. Members shall be dropped from the roster as members of the Society, if dues for the current year are not received prior to March 31 of the year in question. Ex-Members, dropped for non-payment of dues, may be reinstated by the payment of the current years dues to be treated as a new member, or the current years dues and all past years dues if they wish to be reinstated under old membership.

Section 12. Any member violating any provision of the Constitution and By-Laws of the Society, committing any unfair or unethical act in his or her dealings with others, unjustly defaming the character of any other member, interfering with activities of

the Society, committing a criminal offense, engaging in conduct unbecoming to a member, or engaging in conduct prejudicial to the welfare of the Society, shall be subject to expulsion or other disciplinary action, as hereafter 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, directed to the accused member at his or her last address furnished by him or her 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 13. Whenever the Governing Board is informed (through sources deemed by the Governing 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 13, whether or not written charges are brought against him or her and without compliance with the requirements of the preceding Section 12. The Governing Board may cause the result of its action to be published in the official magazine of the Society.

Section 14. Any member whose membership in the Society has been terminated for any reason whatsoever, shall forfeit all interest in all funds and property of the Society, and all rights to use the name of the Society, emblem or other insignia.

ARTICLE III

Officers, Directors, Governing Board

Section 1. The Society shall have a President, Vice President, Secretary, Treasurer, Immediate Past President and twelve Directors, all of whom shall constitute a Governing Board, which shall govern the affairs of the Society. Not more than two residents of any one County of the State of Michigan shall be elected as Directors. All members of the Governing Board and Officers must be Michigan residents. The offices of Secretary and Treasurer may be held by one person. The Governing Board shall serve without compensation; except that the Secretary and/or Treasurer shall receive a monthly payment as determined by the Governing Board.

Section 1a.

The Secretary and the Treasurer shall be appointed to office by the President for a two year term, subject to the approval of a majority of the Board, but not less than eight (8) voting members and shall take office immediately upon confirmation by the Board. The Secretary and/or Treasurer may be removed from office by a majority vote of the Board, but not less than eight (8) voting members.

Section 2. All Officers and Directors shall be elected by the membership for a period of two years, excepting the Secretary-Treasurer as previously defined.

Section 3. The President, in each election year (i.e. 1972 and each even-numbered year thereafter), shall issue a call for nominations of Officers and Directors, which shall be published in the appropriate issue of The Mich-Matist or in a newsletter, which issue or newsletter shall be mailed to all members of the Society by April 1 of the said election year. All nominations shall be made in writing to the Secretary-Treasurer, during the period from April 1 through May 1 of said election year. Nominations may be made by all members, other than Junior Members. No member may nominate himself, or herself, or nominate for office a number of candidates in excess of that to be elected for said office. The Secretary-Treasurer shall promptly write to each member receiving at least two nominations for a given office, notifying him or her of such nomination and requesting his or her written acceptance or refusal thereof. Such nominee shall mail or deliver such written acceptance or refusal to the Secretary-Treasurer not later than May 31 of said election year or, upon failing to do so, shall be deemed to have declined such nomination. No nominee may accept a nomination for more than one elective office in any one election.

Section 4. The Secretary-Treasurer shall prepare a list of nominations, and the actions of the nominees thereon, and shall also obtain a biography, not exceeding 200 words in length, of each nominee who has so accepted a nomination, which biography shall include a record of such nominee's services to the Society and to numismatics in general. The Secretary-Treasurer shall submit copies of such list and such biographies to the President and the Editor, in ample time for publication in the Summer issue of The Mich-Matist, or in a newsletter, which issue or newsletter containing said list and said biographies shall be mailed to all members of the Society by June 30 of said election year. The Secretary-Treasurer shall transmit a list of names of those who have accepted nominations and a list of all the members of the Society to the Chairperson of the Election Committee, not later than September 30 of the election year.

Section 5. At least fifty (50) days prior to the opening date of the Society's Fall Convention, the President, with the approval of a majority of the members of the Governing Board, shall appoint from the membership an Election Committee consisting of a Chairperson and not less than two, nor more than four, other members. No person may be appointed to serve as a member of an Election Committee for any election in which he or she, or a relative of such person, is a candidate for office. The Chairperson of the Election Committee shall cause the names of all such nominees, who have so accepted, to be printed on official ballots and shall cause one of such ballots to be mailed (at least 40 days prior to said opening date) to each member in good standing, together with an envelope marked "Official Ballot." _Each envelope shall bear a different number, but the numbers selected shall be within the sole discretion of such Chairperson. All Classes of members in good standing shall have the right to vote (except Junior Members). Voting shall be by mail only. Beginning with the election in 2006, to be eligible to vote a member must have been a member in good standing for the election year, and the year prior. Each voting member shall insert their ballot in said numbered envelope and seal and mail to the committee chairperson, the same with postage prepaid by the member. Such 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 ballots therein to be counted. Said Committee shall retain all envelopes and ballots prior to the said Fall Convention. Said Committee shall tabulate only those ballots that are included in envelopes bearing number corresponding to those selected by said Chairperson. In instances where more than one envelope bears the same number, the Committee shall endeavor, by an inspection of the envelopes and ballots therein, or by other means, to determine which ballots are falsified. In lieu of an election committee, the board may hire a Certified Public Accountant, to handle the functions of the election committee. The Committee Chairperson or Certified Public Accountant shall cause all ballots, all envelopes and a certified report of the votes cast for each candidate, to be delivered and reported to the board at the Fall convention during the board meeting.

Section 6. The candidate, or candidates, receiving the largest number of votes for the respective offices shall be declared duly elected; provided, however, that not more than two candidates residing in any one county of the State of Michigan may be elected as Directors, even though one or more defeated candidates from there shall each receive more votes than an elected candidate residing in some other County. If any member votes for a number of candidates for any one office in excess of the number to be elected therefore, his votes for that office will not be counted, but his votes properly cast for candidates for other offices shall be counted. If a voter votes for more than 2 Directors in the same county, his votes for candidates residing in such County will not be counted, but his votes properly cast for candidates for Directors residing in other Counties shall be counted. Beginning with the election of 2004, only one immediate family member shall be allowed to hold any office or Director position on the MSNS board. If more than one from an immediate family should run for office, then only the higher vote shall be entitled to the office, providing that the highest vote for said family member is enough to qualify against other candidates. Immediate family is defined as spouse, child, or parent of the person running, including step-relations. The President will announce the names of those duly elected at the regular membership meeting of the Society to be held during the Fall election-year convention. Formal installation ceremonies will be optional. New Officers and Directors shall assume office on the first day of January immediately following their election.

Section 7. The Officers and Directors shall have the usual duties delegated to their respective offices to conduct the affairs of the Society and shall serve without compensation, except that they may be reimbursed for listed mileage and hotel expense as authorized by the, governing board, as reimbursement for accumulated mileage and other listed expenditures made in the conduct of their respective offices.

Section 8. All Officers and Directors must be individual members in good standing of the Michigan State Numismatic Society for not less than one (1) year, be a Michigan resident who have attained the age of eighteen (18) years.

Section 9. The President shall preside at all meetings and generally supervise all matters of business of interest to the Society. In the absence of the President at any meeting, the Vice-President shall preside, if both the President and Vice-President are absent, a member of the Board of Directors shall preside. The Chair shall be elected by the board to run the meeting.

Section 10. Any elected or appointed officer, or Director, who does not, or cannot, fulfill all the duties of his or her office, or who fails to attend two or more meetings of the Governing Board during his or her two-year term of office, may be removed from office by an affirmative vote of a majority (but not less than eight [8]) 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 a single convention of the Society shall be deemed to constitute a failure to attend one meeting only.

Section 11. Any vacancy in the office of any member of the Governing Board shall be filled by recommendation of the President, with the approval of a majority of the Governing Board; provided, however, that any vacancy in the office of President shall be filled by the Vice President and any vacancy in the office of Vice President shall be filled by the board member who received the highest number of votes in the last election.

ARTICLE IV Committees and Other Personnel

Section 1. The President may appoint such committees as he deems necessary, or proper, for the conduct of the affairs of the Society.

Section 2. The President may appoint other personnel required by the Society, such as Sergeant-At-Arms, Legal Counsel, Historian, Librarian, Assistant Secretary-Treasurer, Liaison to local clubs or others, as he deems necessary, with the consent of the board.

Section 3. The President shall be considered an ex-officio member of all committees.

Section 4. The President shall appoint for a two year term, with Board consent, a Case Chairperson, an Exhibit Chairperson, Hospitality Chairperson and a Convention Coordinator. Such chair persons shall serve for their designated term, or until removed by a majority vote of the Governing Board.

ARTICLE V

Meetings and Conventions

Section 1. The Society shall meet in Convention twice each year, once during the Spring months and once during the Fall months (preferably November), within the limits of Michigan.

Section 2.2 (a) The Governing Board shall meet in session during each Convention, and once during the period between January 15th and March 15th of each year and once during the period between August 1st and September 30th of each year to conduct the affairs of the Society, and shall meet at such time and place, within the State of Michigan, as shall be designated in a written notice issued by the President and mailed to each member of said Board at least ten (10) days prior to the time of the meeting.

(b) The Governing Board may also take action by a mail vote for which the proposed action to be voted on shall be designated and ballots will be mailed to each Board Member at least ten (10) days prior to the time that the vote shall be due, together with ballots for each member to cast his or her vote. The votes shall be designated either "Yes" or "No" or "Abstain" on the issue to be voted upon, and shall be signed by those Board members eligible to vote and shall return the ballot to the Secretary by mail, overnight delivery service (FedEx or similar) or may said ballot be faxed to the Secretary at the designated fax number (if a fax number is available), or may be emailed to the Secretary with a Adobe pdf attachment. The Secretary shall announce the vote results to the full Board.

(c) The Governing Board may also take action by an email vote for which the proposed action to be voted on shall be emailed to each Board Member at least four (4) business days prior to the time that the vote shall be due, together with a ballot "form" for each member to cast his or her vote. The ballot may be an Adobe pdf attachment or may be contained within the email. The votes shall designate either "Yes", "No" or "Abstain" on the issue to be voted upon, and shall contain a statement by those Board members eligible to vote that the email transmission of their vote constitutes their electronic signature of their respective vote. The email vote shall returned to the Secretary by email on or before midnight of the due date. In the event that any Board member who is eligible to vote does not have email access, the procedure outlined above for a mail vote shall be utilized for the Board member who does not have email access, and that person's ballot shall be mailed at least ten (10) days prior to the time that the vote shall be due. The Secretary shall announce the vote results to the full Board.

(d) If the Governing Board utilizes a voting procedure as set forth in subsection (b) or (c) above, the Secretary shall provide the phone numbers and email addresses of each Board member to all Board members so that Board members may discuss the pros and cons of the proposed action as they deem appropriate, prior to the vote thereon.

Section 3. The time and place of meetings for both the Spring and Fall Conventions shall be decided by the Governing Board, at any regular meeting of the Board. Clubs desiring to Co-Host may submit an invitation of their desire. Such invitations must be submitted to the Secretary-Treasurer at least eighteen months prior to the commencement date of the Convention referred to therein. Invitations to host a Convention may be accepted prior to the eighteen month period. A Member Club may co-host such Conventions only once during any three-year period, unless Board approves otherwise.

Section 4. Host clubs will perform duties as described in the convention manual.

Section 5. Each member of the Governing Board shall have one vote on any and all issues put to a vote. All issues and affairs of the Society shall be determined by a majority of the Governing Board, present and voting. The immediate past president and the Secretary-Treasurer while members of the board, shall not be allowed to make motions, nor vote on measures before the board.

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 and celebrities.
- (3) Reading of Secretary-Treasurer's minutes of last meeting and of the financial report and acceptance thereof.
- (4) Reports of other Officers and acceptance thereof.
- (5) Communications.
- (6) Unfinished business.
- (7) New business:
 - (a) Reports of committees.
 - (b) Invitations for future Conventions.
 - (c) Other business.
 - (d) Election of officers.
- (8) Introduction and installation of officers.
- (9) Opportunity to present any new business to, or by, the New Officers.
- (10) Appointment of Committees.
- (11) Adjournment.

Section 7. Meetings of the Board of Directors shall be conducted according to Robert's Rules of Order, except as otherwise herein provided.

Section 8. All host clubs will follow the rules, suggestions, etc., contained within the Convention Manual of the Society, along with the directions of the convention coordinator.

ARTICLE VI Exhibits and Awards

Section 1. Convention exhibits are to be in accordance with such rules and regulations as are prescribed by the Society, and as are recorded within the Convention Manual of the Society.

ARTICLE VII Affiliate Membership

Section 1. The Society shall maintain a National affiliation through Club Membership in the American Numismatic Association. The Society shall also maintain an affiliation in the Central States Numismatic Society.

ARTICLE VIII General Laws and Regulations

Section 1. No debts shall be contracted by the Society without the approval of a majority of the Governing Board, present and voting, except that the Secretary-Treasurer may incur debt and pay in advance for the daily operation of the organization. Any expenditure or debt over an amount of \$500 must be approved by the board in advance. No board member shall sign a check, or a withdrawal of funds payable to him/her self without prior approval of the board.

ARTICLE IX Anti-Discrimination Policies

Equal Employment Opportunity

It is Michigan State Numismatic Society's (MSNS) policy to provide equal opportunity in employment, development, and advancement for all qualified persons without regard to color, disability, gender, national origin, race, religion, age, sexual orientation or other legally-protected status. This policy applies to all areas of employment, including recruitment, hiring, training and development, promotion, transfer, termination, layoff, compensation, benefits, social and recreational programs, and all other conditions and privileges of employment, in accordance with applicable federal, state, and local laws. This policy also applies to volunteers and board members. MSNS is primarily responsible for seeing that equal employment opportunity policies are implemented, but all members of the staff share in the responsibility for assuring that, by their personal actions, the policies are effective and apply uniformly to everyone. Any volunteers, employees, including supervisors, determined by MSNS to be involved in discriminatory practices are subject to disciplinary action and may be terminated. If you perceive any discriminatory actions or practices, please report them in accordance with the open door policy in this handbook.

Anti-Harassment Policy

MSNS strives to maintain an environment that is free of discrimination, intimidation, hostility, or other offenses that might interfere with performance. In keeping with this desire, we will not tolerate any unlawful harassment of employees, staff or volunteers by anyone, including any board member, supervisor, co-worker, vendor, client, or customer.

What Is Harassment?

Harassment consists of unwelcome conduct of any kind that is based upon a person's protected status, such as color, disability, gender, national origin, race, religion, age, sexual orientation or other legally-protected status. We will not tolerate harassing conduct that affects tangible job benefits, that interferes unreasonably with an individual's work performance, or that creates an intimidating, hostile, or offensive working environment. Harassment can take many forms, including, but not limited to: words, signs, jokes, pranks, intimidation, physical contact, or violence. Sexual Harassment is not limited to conduct that is sexual in nature. However, sexual harassment deserves special mention. Unwelcome sexual advances, requests for sexual favors, and other physical, verbal, or visual conduct based on gender constitute sexual harassment when:

- Submission to the conduct is an explicit or implicit term or condition of employment;
- Submission to or rejection of the conduct is used as the basis for an employment decision; or
- The conduct has the purpose or effect of unreasonably interfering with an

individual's work performance or creating an intimidating, hostile, or offensive working environment. Sexual harassment may include explicit sexual propositions, sexual innuendo, suggestive comments, sexually-oriented kidding or teasing, practical jokes, jokes about gender-specific traits, foul or obscene language or gestures, display of foul or obscene printed or visual material, including material electronically communicated or transmitted, and physical contact such as patting, pinching, or brushing against another's body. Sexually harassing conduct may also include any other verbal or physical contact of a sexual nature that prevents an individual from effectively performing the duties of his or her position or creates an intimidating, hostile, or offensive working environment, or when such conduct is made a condition of employment or compensation, either implicitly or explicitly.

Responsibility

All volunteers, employees, board members, and particularly supervisors, have a responsibility for keeping the work environment free of harassment. The individual who makes unwelcome advances, threatens, or in any way harasses another employee may be personally financially liable for such actions and their consequences. MSNS is not required to provide legal or financial assistance, or assistance of any kind to an individual accused of harassment, if a legal complaint is filed.

Reporting

If you feel that you have experienced or witnessed unlawful discrimination or harassment, you are to notify your supervisor immediately (or if your supervisor is involved, the President or the MSNS Board) Although we encourage you to use the channels that are available through the MSNS, you also have the right to contact your state fair employment agency or your local Equal Employment Opportunity Commission (EEOC) office. All reports will be promptly investigated with due regard for the privacy of everyone involved and, if warranted, appropriate remedial action will be taken. MSNS forbids retaliation against anyone for reporting suspected unlawful discrimination or harassment, assisting in making a discrimination or harassment complaint, or cooperating in a discrimination or harassment investigation. To the fullest extent practicable, MSNS will keep complaints and the terms of their resolution confidential. Any employee found to have unlawfully discriminated against, or harassed a fellow employee or subordinate will be subject to disciplinary action and may be terminated.

Americans with Disabilities Act

MSNS will comply with the relevant and applicable employment provisions of the Americans with Disabilities Act (ADA). We will not discriminate against any qualified employee or job applicant with respect to any term, privilege, or condition of employment because of a person's physical or mental disability as prohibited by the ADA. If you think you will need a reasonable accommodation in order to perform the essential functions of your job, you should inform MSNS that you need an

accommodation. Employers are required to provide reasonable accommodation only for the physical or mental limitations of a qualified individual with a disability of which they are aware. It is your responsibility to inform MSNS that an accommodation is needed. Any ADA-related problems or concerns should be reported to MSNS President or the Board

ARTICLE X

Indemnification

The Society shall indemnify, defend and hold harmless its Directors, Officers and Committee Members, but only to the extent allowed by the provisions of the Michigan Nonprofit Corporation Law, as may be amended from time to time, from and against any and all loss resulting from civil or criminal allegations, proceedings, claims, suits, judgments, costs (including reasonable attorneys' and consultants' fees) and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, resolution of the Governing Board or disinterested Directors, Officers or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, or Committee Member, and shall insure to the benefit of the heirs, executors and administrators of such a person and an adjudication of liability shall not affect the right to indemnification for those indemnified. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Officer, Director, or Committee Member of the Society may be entitled.

ARTICLE XI

Amendments to Constitution and By-Laws

Section 1. The Constitution and By-Laws may be amended by an affirmative vote of a majority, but not less than eight (8) members of the Governing Board at a meeting of said Board; provided, however, that any amendment that changes the voting rights of the members must be approved by a majority vote of the members, present and voting, at a meeting of the board to be held during a Convention of the Society.

Amendments.

1. Dues were raised from \$10 to \$12 at the September 11, 2010, Board meeting.

Sections V. 2. (a) was amended and, (b), and (c) were added at the January 29, 2011, Board meeting.

Article IX became, Article X. Anti-Discrimination Policies Added as new IX Board meeting April 28, 2012