

Charter,  
Constitution and Bylaws  
For  
Virginia Numismatic Association

The executive board of the Virginia Numismatic Association unanimously approved and adopted on March 31, 2014 the following revised charter and constitution and bylaws of this association to become effective on May 1, 2014.

Charter and constitution

We, the undersigned, do hereby associate ourselves into a non-profit corporation, under, and by virtue of the laws of Virginia and set forth:

1. The name of this corporation is The Virginia Numismatic Association.
2. The period of existence of this corporation is unlimited.
3. The purposes and objectives for which this corporation is formed are as follows:
  - (a) To bring together in fellowship, persons, numismatic clubs and kindred organizations interested in the science of numismatics.\*
  - (b) To advance the science of numismatics.
  - (c) To promote educational, historical, and charitable activities in the field of numismatics.
  - (d) To foster and promote the formations of clubs throughout Virginia whose members are interested in the science of numismatics.
  - (e) In order to properly pursue the objects and purposes set forth above, the corporation shall have full power and authority to purchase, lease, hold mortgage, convey and otherwise acquire or dispose of all kinds of property, both real and personal, both in this

state and in all other states and countries; and generally perform all acts which may be deemed necessary or expedient to carry out the objectives and purposes for which this corporation is created.

\*Numismatics is defined as the study of money, coins, medals, and coin-like objects (such as tokens, patterns, scrip, and jetons) for their identity, rarity, symbolism, artistry, history, and value. The "Science of Numismatics" is the systematic study of such objects using common classification systems and methodical enquiry encompassing standards of terminology, surveys of museum collections and population studies, manufacturing processes and die studies, hoards and archeological finds, literature and historical fiscal documents, metrology and statistics, analytical techniques and societal benefits, which ultimately assist in valuation per demand, for commercial purposes and to facilitate transactions among coin collectors and dealers.

4. The corporation shall have two classes of memberships:
  - (a) Class A members are individuals. Each shall have the right to attend any and all general meetings of the corporation, and have voting privileges as prescribed and authorized by the bylaws of the corporation.
  - (b) Class B members are the numismatic clubs and kindred associations. Each shall be entitled to one delegate at any and all general meetings of the corporation as prescribed in the bylaws. Such delegates have voting privileges as authorized by the bylaws of the corporation.
5. The officers and directors shall be elected as provided for in the bylaws of the corporation.
6. Upon dissolution or liquidation of the corporation, the assets of the corporation shall be disposed of by the executive board subject to the restrictions hereinafter set forth. The board must distribute the assets only to the following eligible recipients: national, regional, state or local numismatic associations, societies or endowments, public libraries, archives, or museums.

7. The address of the registered office and the registered agent is the information used by the current president of the corporation. The address and or agent are subject to change at any time the board deems appropriate. Any changes will be added to these bylaws.

Attested to:

President:

Vice president:

Treasurer:

Secretary:

Past President:

Director:

Director:

Director:

Director:

Director:

Director:

Director:

Director:

## **Bylaws**

The Virginia Numismatic Association, in order to best carry out the objectives and purposes set forth in the charter granted to it by the State of Virginia on April 16, 1964 does hereby adopt the following bylaws and regulations:

### **Article I: General information**

Section 1: The name of this organization is the "Virginia Numismatic Association", hereafter referred to as "VNA" or "Association".

Section 2: The VNA is formed as a non-profit, non-stock organization of individuals, numismatic clubs, and kindred associations interested in the study and science of numismatics.

Section 3: The fiscal year and membership year of the association shall be the same as the calendar year.

### **Article II: Membership eligibility**

Section 1: The individual membership of the association shall consist of regular members, family members, junior members, life members and honorary life members. Memberships are not transferable from one person to another.

Section 2: All members shall be entitled to all privileges of the association, including the right to vote and to receive the official publication of the VNA. Junior members shall not

be eligible to hold office. Honorary life members shall not be eligible to hold office unless they were regular members or life members of the association at the time the “honorary membership” was bestowed upon them.

Section 3: Regular membership. Regular members shall be individuals 18 years of age or older. They will be assigned an appropriate membership number by the membership secretary. Class B members, “clubs etc.” will have distinctive membership numbers but pay the same dues as regular members. Upon approval of the president and membership secretary, regular members attending college or trade school may have their dues waived. The student must submit a written request-of-waiver to the secretary no later than June 1 of each year. The age of the student is not relevant.

Section 4: Family membership. Family memberships shall be offered to two or more individuals 18 years of age or older residing at the same address. They will be assigned appropriate membership numbers by the membership secretary. The student “waiver-of-dues” discussed under regular membership may apply here also.

Section 5: Junior memberships. Any individual who is under 18 years of age is eligible for junior membership. He/she will be assigned an appropriate number by the membership secretary.

Section 6: Life membership. Any individual or club who has been a member of the VNA for at least 3 years shall be eligible for life membership, provided the application is approved by a majority vote of the full executive board. He/she/they will be assigned a life membership number by the membership secretary.

Section 7: Honorary life membership. This honor may be conferred only upon written nomination by a minimum of three members of the VNA and approved by at least a majority vote of the executive board. The person must have performed for the VNA or the science of numismatics some particular or noteworthy service, and who is considered deserving of the distinctive title of “Honorary Life Member”.

Section 8: Australian Numismatic Society (ANS). A Letter of Agreement establishing a partnership with the ANS and the Virginia Numismatic Association will remain in effect until terminated by either partner. This agreement permits the republication of articles written for journals of either organization. It is believed that this sharing of written material will introduce members to a wider range of numismatic information while serving to establish a new level of journalistic excellence. The text of the official Letter of Agreement will be maintained by the VNA secretary and posted on the VNA website.

Article III. Application for membership.

Section 1: Applications for regular, family, junior, life, and club memberships shall be in writing on forms provided by the VNA. Each application shall indicate the name and the address of the applicant as well as the type of membership requested. All applications are to be signed by the applicant and dated.

Section 2: Applications for regular, family, junior, club, and life memberships shall be sent to the membership secretary together with advance payment of appropriate dues. If the application is in order, the membership secretary shall admit the applicant to membership and have the name of the applicant posted on the VNA web site. The applicant will be considered only after all the conditions of Section 3 below are met.

Section 3: If written objection to membership is received by the membership secretary within thirty days of publication on the web site, the membership secretary shall refer it to the president. The president shall advise the applicant of the nature of the objection and permit the applicant to answer the objection in writing. Upon receipt of an answer from the applicant, the president shall present all available information to the executive board for consideration and action at its next regular meeting. The board may either accept or reject the application, with such action taken to be recorded in the minutes of the board meeting.

- (a) If the executive board accepts the application, the applicant shall be admitted to the association and furnished a membership card and number by the membership secretary.
- (b) If the application is rejected, the applicant will be notified in writing and the advance payment of dues will be refunded.

Section 4: Applications for life membership shall be sent to the membership secretary together with advance payment of the required fee. All life membership applications must be approved by a majority vote of the full executive board. If the board accepts the application, the applicant shall be furnished a life membership card and number by the secretary. Section 3 above does not apply to life memberships.

Section 5: The dues of regular, family, junior members, and life members shall be fixed by the executive board and can be changed at any time deemed necessary by the board. Dues shall be paid on January 1<sup>st</sup> of each year. Life members and honorary life members shall not be assessed annual dues.

#### Article IV: Resignation – suspension – expulsion

Section 1: No member shall be permitted to resign from the association while he/she is indebted to it in any manner or while charges are pending against him/her. However, no future dues will be levied on the member.

Section 2: Annual dues will be payable to the treasurer on January 1<sup>st</sup> of each year. Any member who fails to pay his/her dues by March 31<sup>st</sup> shall be sent a final notice. If dues are not paid by June 30<sup>th</sup>, the member shall be dropped from the rolls and removed from the mailing list. A dropped member may be reinstated by paying his/her dues before January 1<sup>st</sup> of the following year. If dues are not paid as stated, a dropped member must initiate the entire application process for membership. The executive board may change these dates if and when it becomes necessary.

Section 3: Whenever written charges are brought against any member for conduct prejudicial to the welfare of the association as delineated in Article IX, Member code of ethics, the charges shall be signed by the person making the charges and filed with the president. The identity of the person making the charge shall not be made known except to the accused and the executive board. The accused shall be furnished a copy of the charges against him/her and shall be afforded a period of thirty days to enter a written defense. The matter will then be referred to the executive board who shall determine the case under such rules as they shall adopt. The executive board may dismiss the charges or it may censure, suspend, or expel the accused member. The board may make public the result of its actions. Until the final decision of the executive board is made, the accused member shall continue in good standing.

#### Article V: The Executive Board – officers & directors duties

Section 1: The executive board of the VNA shall consist of: president, vice president, secretary, membership secretary, treasurer, and eight directors. The immediate past president shall continue on the board as an ex-officio member for one year.

- (a) No member shall be eligible for election to the board until they have held a membership in the VNA for a minimum of twenty-four months. Time as a junior may be counted.
- (b) The term of elected officers shall be for two years. The term of office for the eight directors shall be two years with four directors elected to the board in alternate years.

#### Section 2: The President.

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

- (a) To preside over all meetings of the association.
- (b) To call meetings of the executive board and preside over them.
- (c) To appoint all district and club representatives, and all committees that may be necessary; and to remove them for failure or inability to perform the task assigned;

and to fill by temporary appointment any vacancy which may occur in any appointed office.

- (d) To recommend to the executive board the removal from office of any elected official who is unable to fulfill the duties and requirements of his/her office, and upon approval of the board to fill by temporary appointment any vacancy in any elected office until a successor is duly elected.
- (e) If required by the board, to countersign all proper warrants drawn by the secretary or the treasurer. The president may delegate the vice president authority to perform all or any portion of this function.
- (f) To receive a regular report from the secretary at each meeting of the board.
- (g) To publicly issue a call for nominations of officers and directors.
- (h) May be ex-officio member of any committee; and/or may appoint any officer to perform this function on the president's behalf.
- (i) To call a minimum of two meetings of the executive board each year, one of which will be at the annual convention, with the other meeting or meetings to be held at the discretion of the president during the calendar year.
- (j) Shall conduct all meetings of the board and all conventions in accordance with Roberts Rules of Order.
- (k) Ascertain that a quorum is present for the transaction of any business at meetings of the board. A simple majority of the officers and directors shall constitute a quorum.

Section 3: Vice President. The duties of the vice president shall be:

- (a) To assist the president, upon his/her request, in the discharge of his/her duties.
- (b) To act in place of the president in case of his/her absence or disability.
- (c) To succeed to the office of president in case of incapacity or resignation.

Section 4: Secretary. The duties of the secretary shall be:

- (a) To keep a true and accurate record of the minutes of all meetings of the executive board and meetings of conventions, and all transactions of the VNA. Preserve all documents pertaining to matters of his/her office. A copy of each official meeting shall be sent to each member of the executive board.
- (b) To remit any funds received by the VNA to the treasurer at least once a month, or deposit all receipts in the bank account of the VNA, furnishing a deposit receipt to the treasurer for his/her records.
- (c) If required by the board, to prepare and sign all proper warrants on the treasurer, and forward them to the president for countersignature.
- (d) To perform all the duties in connection with the nominations and elections of officers and directors as may be required by the bylaws.

Section 5: Membership Secretary. The duties of the membership secretary shall be:

- (a) Maintain membership roster of paid members and Life members.
- (b) Yearly invoice those required to pay dues; purge rolls of those who have not paid the past three years.
- (c) Record and send cards to people who apply online and at coin shows.
- (d) Send out membership cards and Life Membership certificates with pin included.
- (e) Delete and record deceased members.
- (f) Maintain listings of clubs and public institutions.
- (g) Advise editor of The Virginia Numismatist of deceased members; have names of new VNA applicants posted on the website.
- (h) Coordinate with treasurer pertaining to fees received and expenses incurred by membership secretary in fulfillment of duties.

Section 6: Treasurer: The duties of the treasurer shall be:

- (a) To receive all moneys of the association from any source, deposit all receipts in a bank account of the VNA at least once each month, and be prepared to furnish a financial report at each meeting or when called upon by the president or the executive board.
- (b) To pay out money as required by the board.
- (c) To invest and reinvest funds of the association in accordance with instructions of the board.
- (d) To prepare an accounting of all funds received and issue a detailed report of all receipts and disbursements at the end of each fiscal year to the board.
- (e) Prepare for and be subjected to an annual audit as directed by the board.
- (f) File all taxes to state and federal authorities.

Section 7: Executive Board

The executive board will consist of President, Vice President, Secretary, Membership Secretary, Treasurer and eight directors. As stated earlier, a quorum consisting of a simple majority of the entire board must be present for the transaction of any official business. Some of the executive board's duties are:

- (a) Determine the time and place of the annual VNA convention.

- (b) Determine the form and content of the membership applications, membership cards, and official election ballots.
- (c) Rule on admission of applicants against whom objections have been raised.
- (d) Rule on any formal charges that have been brought against a member, and determine what action to take.
- (e) Fix all types of annual membership dues and set the lifetime membership fee.
- (f) Determine the duties of all appointees unless these duties are stated elsewhere in these bylaws.
- (g) Decide which officials shall be bonded and determine the amount of the bond.
- (h) With the exception of the president, any officer or director unable or unwilling to discharge the requirements of his/her office shall be subject to removal. The board shall take appropriate action based on recommendations of the president. The officer or director has the right to be present and defend his/her self.
- (i) To advise and consent in the president's appointment of a replacement for any vacancy on the board.
- (j) If the president is unable or unwilling to discharge the requirements of his/her office, the vice president has the authority to call a meeting of the board for the purpose of removing the president. The president has the right to be present and to defend himself/herself.

#### Section 8: Emergencies

In the event of an emergency and immediate action is necessary, the president is authorized to convene an emergency committee consisting of himself/herself and five other board members. This committee may act on behalf of the entire board; however any action must be ratified by the executive board at its next meeting.

#### Section 9: General expectations

VNA board members are expected to attend all board meetings and be actively involved in VNA business and work. Members missing two or more meetings within a year without just cause (as determined by a quorum of the board) are subject to replacement. Members anticipating an absence should report such to the president or secretary in advance of the absence.

#### Article VI: Election of officers and directors

Section 1: Each year the president will call for nominations of directors and every two years the election of officers. Such notice will be made public. Nominations may be made by any VNA member in good standing and the person so nominated must likewise be a member in good standing. Also the person nominated must meet the requirement of article 5, section 1(a).

Section 2: Nominations shall be made for all officers including vacancies for directors. For the person to be accepted as a candidate, he/she must receive a minimum of two separate nominations. No "self" nominations are allowed.

Section 3: Nominations shall be in writing and shall be sent to the secretary who will promptly contact the qualifying nominees, notifying them of their nomination and requesting their acceptance in writing. The secretary will promptly notify the nominating committee of all qualifying nominees and their status of acceptance.

Section 4: Nominations shall be closed sixty days prior to the opening date of the annual convention.

Section 5: Immediately following the closing date of nominations the names of all nominees who have accepted the nomination shall be entered on a printed official ballot. Copies of this ballot shall be mailed to each member of the VNA in good standing together with an envelope marked "official ballot" and a return addressed envelope to the attention of the secretary.

Section 6: Those envelopes containing the executed ballot returned to the secretary by his/her designated time shall be retained by the secretary unopened and shall be delivered to the chairman of the election committee on the first day of the annual convention.

Section 7: In case there are no nominations for any particular seat on the board, nominations will be made in a manner to be determined by the board.

Section 8: A canvass of all ballots shall be made by the election committee and a report of the election results shall be furnished to the president. With the approval of the president, the results may be posted in a conspicuous location at the convention site. Complete election results shall be published in the next official publication of the VNA.

Section 9: Those officers and directors duly elected shall be installed into office and immediately assume their duties.

Section 10: Should any current director be elected an officer, the vacancy created on the board by virtue of his/her election shall be filled by the executive board with serious consideration given to any losing director candidates from the most recent election.

Section 11: Each officer or director upon the expiration of his/her term of office shall deliver to his/her successor all books, papers, money, and other property of the VNA in his/her possession. He/she will then be relieved of any bond or obligations to the VNA.

## Article VII: Appointed officials – duties

Section 1: The president shall make the appointment of non-elected officials at the beginning of each fiscal year or at any other time that he/she feels is appropriate.

Section 2: The director of conventions with the approval of the executive board shall have general supervision over all aspects of a convention including publicity, bourse-table renting and activity, exhibit displaying, educational programs, security, registration, hospitality, raffles and all other promotions contributing to the success of a “first class” convention.

- (a) He/she shall appoint chairmen and members of the various committees, allowing each chairman considerable leeway in the conduct of the activities of his/her committee, while at the same time observing the progress and offering suggestions for the effective outcome of the committee’s work.
- (b) He/she shall assist in the location and in the inspection of sites officially offered to the VNA for conventions.
- (c) He/she shall prepare and submit to the executive board for approval, a convention budget, using suggestions from VNA officials and committee chairmen. The budget shall be based upon the space allotted for the convention, the estimated number of bourse tables, the number of exhibit tables, advertising cost, the cost for security, insurance fees, hospitality and banquet fees, any speaker’s fees, and numerous incidental expenses.
- (d) He/she shall follow the expense budget, and in so far as possible keep within the allotted budget.
- (e) As soon as possible after the convention, he/she shall prepare a report of the activities of the convention for the executive board. Each committee chairman shall furnish the director of conventions a report of activity of his/her committee including an itemized account of expenses to enable the director to prepare his/her report.

Section 3: The duties of the advertising manager shall be supervision of all matters relating to advertising.

- (a) He/she shall develop a list of contacts for all the various forms of advertising including electronic media, magazines, newspapers (statewide), radio, television, coin shops and coin clubs.
- (b) He/she shall assist in securing advertising accounts including advertisers for The Virginia Numismatist and the convention program.
- (c) He/she shall be creative in securing free advertising sources.
- (d) He/she shall, when requested, assist member clubs with solutions to their advertising questions.

Section 4: The duties of the editor of The Virginia Numismatist, the official publication of the VNA, shall be to secure suitable material on numismatic subjects for publication. He/she is responsible for the publication of the magazine and facilitates its distribution to the VNA membership; and for inserting VNA notices such as ballots and election results.

Section 5: Each member of the Board of Directors is responsible to further the goals of the VNA, promote the general interest in numismatics, and to advance the science of numismatics. These responsibilities include but are not necessarily limited to:

- (a) Distribution of numismatic information;
- (b) Keeping informed regarding members and collectors as well as matters of numismatic interest;
- (c) Encouraging new collectors and obtaining new members;
- (d) Investigating and reporting to the Board any disputes;
- (e) Reporting any fraud or robbery that occurs;
- (f) Lending assistance to the preparation for and execution of the annual convention.

Section 6: The president may appoint, as needed, the following: historian, curator, and parliamentarian. The duties of each shall be set by the executive board at the time of the appointment, and may be revised or amended as needed.

#### Article VIII: Special provisions – late additions - future bylaws – amendments

Section 1: No officer, director, committee or member shall incur expenses in the name of the VNA except with authorization or approval of the executive board.

Section 2: Reproduction of the association's seals/logo shall be used for no purpose other than official items except with authorization and approval of the executive board.

Section 3: These bylaws may be amended by a 2/3 vote of VNA members present at any official meeting of the association providing all members have been given a thirty day notice. A quorum of eleven VNA members present and in good standing is necessary for passage of any amendment.

#### Article IX: Member code of ethics

The member code of ethics of the VNA is basically the same as for the American Numismatic Association "member code of ethics". Some editing, deletion and revision have been done to the ANA version to best clarify the intent of the VNA. The procedure to investigate and act on any written complaints will follow the same guidelines as the VNA "dealer code of ethics" which can be found in article X of these bylaws.

## VNA member code of ethics

Membership in the VNA is a privilege extended to those persons and organizations deemed worthy thereof and is not a right. Such membership can be maintained unless the executive board determines that the conduct of a member has been such that in the best interest of the association, his/her membership should be terminated. For the guidance of members, this code of ethics has been duly adopted by the executive board under the authority vested in it the state charter and the bylaws of the association. Any violation of this code will be grounds for expulsion from the VNA.

As a member of the Virginia Numismatic Association, I agree to comply with the following standards of conduct:

To support and be governed by the state charter and the bylaws of the association, and by such rules, polices, and regulations as may be in force from time to time;

To conduct myself as to bring no reproach or discredit to the association, or impair the prestige of the membership therein;

To base all of my dealings on the highest plane of justice, fairness, and morality; and to refrain from making false statements as to the condition of a coin or as to any other matter;

To neither buy nor sell numismatic items of which the ownership is questionable;

To conform to the accepted standards of dignified advertising;

To take immediate steps to correct any error I may make in any transaction;

Not to sell, exhibit, produce or advertise a counterfeit, copy, re-strike or reproduction of any numismatic item if its nature is not clearly indicated by the words "copy", "re-strike", or "reproduction" incused in the metal or printed on the paper thereof, with the exception of items generally accepted by numismatists and not in any way misrepresented as genuine;

To represent a numismatic item as genuine only when, to the best of my knowledge and belief, it is authentic;

To fulfill all contracts made by me, either oral or written, to make prompt payments upon delivery and to return immediately any item that is not satisfactory;

To give aid to members in their quest for numismatic knowledge;

## Article X: Dealer Code of Ethics

Membership in the VNA is not to be taken lightly. It should be considered a privilege extended to all collectors and dealers of coins, currency and related items. For the VNA to be worthy of its role as a leader in numismatics, its membership must work to maintain and promote conduct that is in the best interest of everyone involved. Failure to do so will be grounds for immediate action by the VNA.

For the purpose of the code of ethics, we define a coin dealer as any person who buys or sells coins, currency and related materials in the state of Virginia; and is deemed to have superior knowledge about the items sold, and hence an obligation to disclose all relevant information pertaining to the item to potential purchasers. The location of his/her business includes but is not limited to coin shows, offices, mail order, club auctions, and electronic networks. The dealer may be full or part time and may be a sole proprietor, partnership, or corporation. The physical residence of the dealer may be in Virginia or elsewhere.

For practical purposes, the VNA bourse chairperson will list on the contract mailed to or otherwise provided to prospective VNA convention dealers a code of ethics derived from Article IX above. Upon affixing his/her signature to the contract, the dealer affirms he/she will comply with the Code. We urge all clubs and show promoters to follow this practice. It would be far easier for the VNA or other show sponsors to act on any complaint if the alleged offending dealer affirmed compliance with the Code via his/her signature on the contract.

Any complaints originating at a VNA convention must be in the form of a letter sent by certified mail to the VNA. If the VNA executive board finds that the complaint has merit, the VNA will promptly investigate it, giving the dealer in question the opportunity to respond. If the complaint has merit, VNA will issue a letter of concern, a letter of reprimand, or a letter of expulsion. If the complaint has been found without merit, it will be dismissed. If a letter is issued, it may or may not be reported in The Virginia Numismatist.