

CENTRAL STATES NUMISMATIC SOCIETY ORGANIZED APRIL 23, 1939
Incorporated under the Laws of the State of Illinois - May 16, 1955 (Rev. - May 8, 2019)

CONSTITUTION

ARTICLE I NAME, AREA AND PURPOSE

Section 1.

The name of this organization shall be Central States Numismatic Society (hereafter CSNS or the 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 object of this society shall be to advance the knowledge of numismatics along educational, historical and scientific lines, and to promote greater popular interest in numismatics and coin collecting and other areas related to numismatic collecting; and to grow the hobby of numismatics and all its related fields; and to promote 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.

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 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 July 1 to June 30.

ARTICLE II

MEMBERSHIP AND DUES

Section 1

The society shall have the following classes of membership: regular members, associate members, life members, club 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 of January 1 to Dec. 31.

Section 3.

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

Section 4.

Duly organized clubs 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.

Dues shall be set by vote of the Board.

Section 7.

Membership applications, together with the proper amounts of dues, shall be sent to the secretary, 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 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, they shall advise the applicant in writing of the nature of the objection and request an answer thereto. The secretary shall refer the applicant's answer, if any, together with any other available information relating thereto, to the Board for consideration and action. The Board may either accept or reject such application, in which event

the secretary 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.

Section 8.

Membership dues shall be payable in advance. The secretary shall send dues notice for the following year no later than Nov. 1. Said notice shall specify a due date of December 31 of the current year in order to maintain a membership in good standing during the following year. Second dues notices shall be mailed promptly following March 1. The secretary, following the anniversary convention, shall purge the roster of individuals and clubs whose dues are not current.

Section 9.

The secretary may reinstate any member whose membership has lapsed for non-payment 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 their option shall be entitled to their former membership number upon paying all of their unpaid dues for the period prior to their reinstatement. Resignations in writing by members in good standing may be accepted by the secretary.

Section 10.

Any member violating any provision of the constitution and by-laws of the society, committing any violation of the CSNS Code of Ethics or other unfair or unethical act in their 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, who shall thereupon mail a written copy or summary thereof in an envelope with postage prepaid directly to the accused member at their 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 Board, which shall determine the case under such rules and regulations as it may adopt. The 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 Centinel*.

Section 11.

Whenever the 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 Board may suspend such member pending the final determination of such proceedings. In the event that the 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 Board may cause the result of its action to be published in *The Centinel*.

ARTICLE III OFFICERS, GOVERNORS, GOVERNING BOARD

Section

1.

The society shall have a president, vice-president, secretary, treasurer, editor, immediate past president, convention manager, and a maximum of five 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 appointed and non-voting positions. The Board appoints the secretary, treasurer, editor, convention manager. The president appoints the legal counsel. A vacancy on the board may be filled by appointment by a majority of the voting Board members.

To ensure continuity of governance of CSNS, the seven-member Board shall consist of:

- A maximum of three governors to be elected at large, from within the Society's geographic region, not to exceed more than two governors elected per state per term, in the fall of 2024, to assume office in 2025 for a two-year term, and three governors to be elected to take office in every odd numbered year for two-year terms thereafter.
CSNS seeks to have a Board with a broad base of knowledge and experience that goes beyond having experience in and knowledge of the numismatic hobby. While those with hobby experience are highly valued, and are not to be discouraged, the Board also encourages non-hobby professionals with backgrounds or skills that may prove beneficial to the growth and development of the Society to apply for nomination also.
- A maximum of two governors from outside the numismatic community shall be appointed by the Board based on their skills in general business, law, finance, non-numismatic non-profit operations, marketing, sales, or other criteria as determined by the Board to be beneficial to the growth and operations of the Society. These two Governors will be appointed to four-year terms, one commencing in 2023. It is expected the Board will practice sufficient due diligence in the selection process to assure beneficial guidance from the selected parties.

- A President and Vice President to be elected in fall of 2022 to assume office in 2023 for a (4) year term, with new President/Vice President elections held every (4) years thereafter in even numbered years, for service to begin the following year.
- The President and Vice-President shall comprise the remaining two members of the seven-member Board of Governors. All seven will have equal voting rights, except in the case of a tie vote, in which case the President will have the authority to exercise an extra vote to break the tie, if they so choose.
- No Governor will be certified as elected or installed as a seated governor who fails to be named on at least 15% of the total number of ballots cast in their election.
- Board members will be installed in office or will consider their term complete after the Board meeting held at the anniversary convention, or a Board meeting convened virtually or in-person within the timeframe of the anniversary convention should the anniversary convention not be held.

Section 2.

The 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. A simple majority (4) of the voting members of the Board then holding office shall constitute a quorum for a board meeting; 10 members shall constitute a quorum for a general membership meeting.

Section 3.

The Board 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. Their 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 general membership 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 spokesperson for the Society in all dealings with outside individuals, groups, or media.
- e. Authority to cast an extra vote when deemed necessary to break a tie vote.

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

- a. To assist the president, at their request, in the discharge of their 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: The duties of the secretary shall be:

- a. To keep a true record of the transactions of the society and to preserve all documents pertaining to their 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 maintain the membership roster, mail dues notices, collect dues and turn them over to the treasurer.
- e. To oversee the election process as described elsewhere in these bylaws.

TREASURER: The duties of the treasurer shall be:

- a. To receive all funds, regardless of their source, due the Society;
- b. To pay out monies in accordance with governing board action or vote of the Society's membership;
- c. To invest Society funds consistent with governing board direction;
- d. 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 their office for the like period. These shall be furnished to the president and treasury oversight committee for sharing with the membership of the society.
- e. To maintain the copyrights and trademarks of CSNS and other licenses as required.

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

Upon completion of a term(s) or upon other removal from office, all members and officers, elected or appointed, to the Board shall surrender all physical property, intellectual property, and/or documentation related to the performance of their duties to the highest ranking officer currently serving on the Board.

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 Board except that the secretary, the 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 their committee in any society year, in each case without approval. Such expenses shall be respectively accounted for in the reports of the treasurer, editor, and each such chairman at the end of each Society fiscal year. In addition to such reimbursement for expenses, the secretary, the 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.

ARTICLE IV. VOTING AND ELIGIBILITY

Section 1. Call to Nomination.

The secretary in 1983 and each odd numbered year thereafter, in the summer issue of *The Centinel* published prior to July 1, shall issue a call for nominations of elected officers and governors. All nominations shall be made in writing to the secretary during July of said year and the election shall be held during the current year. Nominations may be made only by regular, club, associate, or life members in good standing whose dues are fully paid and current as of July 1 of the current year. Four valid nominations shall be required of any nominee. All nominations must be received by the secretary no later than July 21. A member may not nominate themselves. All candidates must be members in good standing as of July 1 of the election year with their dues fully paid and current as of July 1 of that year in order to stand for election.

All candidates for office and all elected office holders shall be and hereby are limited to no more than five terms and/or more than twelve years of cumulative service in any combination of elected offices at the conclusion of a current term, except the incumbent president and vice-president, who may be granted eligibility to run for an additional four-year term up to three separate, but consecutive times, without regard to previous service, if a majority of the Board believes such extension(s) will be beneficial and important to preserve and enhance the continuity of the Society's direction and development. Years a candidate serves in an appointed capacity are excluded from the twelve-year cumulative service cap for elected offices.

After an eight-year lapse from the most recently completed term, a prior Board member can be eligible to again serve in a leadership capacity within the Society for another maximum of twelve years of elected service.

The secretary shall promptly contact each nominee in writing or via e-mail notifying them of such nomination and requesting their written acceptance or refusal. A nominee's acceptance must be received by the Secretary on or before August 7th 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 2. Eligibility.

- A. All candidates for officers and governors must be individual members in good standing who have attained the age of twenty-five years by the date they are nominated 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 Board for a minimum of two full terms. In the event a member is appointed mid-term to fill a vacancy, a full term for these purposes shall be defined as one-half of the number of days in a full term plus one. The president shall not be a candidate for reelection, except when an extension is granted by majority vote of the Board, as defined in Section 1.

No member shall be nominated for the office of vice president unless they are or have been a member of the Board for a minimum of one full term, as defined above.

- B. Any prospective candidate who stands for nomination for the Board must be a member of the Society, in good standing, for a period of three full years prior to the nomination deadline for Board candidacy. The only exception shall be candidates primarily from outside the hobby who offer non-hobby business or professional expertise that may be valuable or desirable to the Board in furthering the Board's goal of reflecting a wider range of backgrounds and expertise than encompassed in a typical numismatic organization's Board. Such nominations will be subject to approval of the Election Committee of the Board before the nomination becomes official.
- C. It is the desire of CSNS to be the role model for all numismatic organizations by setting and adhering to the highest moral and ethical standards for the Society, its governors, officers, employees, collector members, and dealer members. Only individuals who meet those standards and who are committed to helping the Society attain and maintain such standards should apply for the position of governor.
- D. Any prospective candidate must agree, that if elected, to put the interests of CSNS above any related personal or business interests in fulfilling their duties as governor.
- E. Any prospective candidate who's employment history includes past or current employment as a sole proprietor or officer, director or employee of any numismatic organization whose business model included unfair business practices, or sale of predominately over-priced or over-graded numismatic or numismatic-related merchandise, when compared to what is generally accepted in the hobby, will not be accepted as a candidate for the Board of CSNS.

- F. Any prospective candidate who's employment history includes past or current employment as a sole proprietor or officer, director or employee of any numismatic organization whose business model and/or practices included taking unfair financial advantage of undereducated investors, retirees, or senior citizens will not be accepted as a candidate for the CSNS Board.
- G. Any prospective candidate whose employment or personal history includes past or current employment as a sole proprietor or officer, director, or employee of any numismatic organization that has been subject to regulatory sanctions, dismissal from prominent numismatic organizations such as ANA, PNG, FUN, CSNS, etc. for ethical, moral, or code of ethics violations, or who has been subject to any of those same sanctions or actions on a personal basis, will not be accepted as a candidate for the Board , without prior approval of the Election Committee of the Board.
- H. Any prospective candidate must agree and certify that they are not running for the Board to further or pursue any specific agenda outside what is in the best interests of CSNS. They must further certify that they are not running for the Board to further or pursue any personal agenda or vendetta, or to seek any business advantage or personal profit advantage(s) deriving from their position on the CSNS Board.
- I. Any prospective candidate must agree and certify that they are not affiliated with any other candidate for governor or any currently seated governor, in an attempt to gain inordinate combined control or persuasion over the Board or the CSNS organization. Any prospective candidate must further agree and certify that they are not an owner, officer, or leader of any dealer or collector group or association seeking to gain control or inordinate combined influence over the CSNS Board or the CSNS organization for the benefit of the applicant or the group, or for personal gain. Candidates with such conflicts or possible conflicts will not be accepted as a candidate for the CSNS Board of Governors, without prior approval of the Election Committee of the Board.
- J. Any prospective candidate must disclose to the Election Committee of the Board, with their nomination acceptance letter, any financial or business relationship, outside of normal dealer to dealer or collector to dealer relationships as are usual in the hobby, or any employment relationship with any other Board candidate or seated Board member.
- K. Any prospective candidate must agree that, if elected, they shall not vote on any item or proposal that comes before them in which they have a financial interest or which involves a financial interest in any company, sole proprietorship, or firm with which they are associated as an owner, director, employee, or representative.

- L. Any prospective candidate must agree that, if elected governor, they will exercise independent judgment on any item that may come before them for a vote. Candidates must further certify that their vote will not be directed, unduly influenced by, or pressured by any other CSNS elected officer, governor, appointed position, or other outside party.
- M. Any prospective candidate must agree that they shall make no reference to their position as governor of CSNS in any effort to gain profitable advantage, such as commercial advertising or in seeking clients, unless the Election Committee of the CSNS Board approves such reference in advance.
- N. Any prospective candidate must agree and certify that they shall serve all members of the Society impartially and provide no specific privilege to any individual member or party on the basis of family, friendship, business associate, or personal relationship.
- O. Any prospective candidate must agree and certify that they shall not engage in any activity for personal gain or privilege at the expense of the Society.
- P. Any former CSNS governor, officer, appointed positions, independent contractor, or employee who was dismissed from their relationship by the CSNS president or Board, or who voluntarily resigned, cannot apply to be a candidate for governor or officer until five full years (as defined above) have passed since their last day of employment or engagement with CSNS, without prior approval of the Election Committee of the Board.
- Q. Any prospective candidate hereby understands that the CSNS the Election Committee of the has the right to recommend a withdrawal of any candidate's application to run for governor at any time if the Election Committee of the Board believes that the individual has violated any of the terms listed in these By-Laws and/or the Board's Code of Conduct and Governance Policies.
- R. In applying any of the criteria listed above, the decision of the CSNS Board will be final and absolute. All candidates must agree, before accepting or declining a nomination, to abide by the Board's decision and to not pursue any legal, regulatory, or any other form of challenge to the Board's decision.

Section 3. Compliance.

The secretary shall provide each nominee for elected office with a copy of the text of the latest Sexual Harassment Policy Statement, as well as a copy of the text of the latest Board Governance Policy Statement. All candidates for office shall be required to agree to and sign both such documents as a condition of being a candidate for office. The Secretary must receive such signed policy statement no later than August 7 of the election year. Elected officials and appointed board members shall also be required to sign and agree to be bound by any subsequently adopted amendment(s) to both the Sexual Harassment Policy Statement as well as the Board Governance Policy

Statement later approved by the board during their terms of office or during the period of their appointment, regardless of the position they took when such amendment(s) were voted on by the board. Failure to comply with this requirement shall be considered a voluntary resignation from the board.

Employees shall be required to sign and agree to be bound by the Sexual Harassment Policy Statement in effect at the initiation of their employment, as well as any subsequently adopted amendments approved by the board during the period of their employment. Failure to comply with this requirement shall be considered a voluntary resignation from employment.

Section 4.

The secretary shall cause a list of nominations accepted by the nominees to be published in the Fall issue of *The Centinel*. The secretary shall request from each candidate and cause to be published in the Fall issue of *The Centinel* a biography, not exceeding 500 words in length, of each nominee who has so accepted a nomination, which biography may include a record of their services to the Society and to numismatics in general. Such biographical statements must be received by the secretary no later than August 10 in order to be included in the Fall issue of *The Centinel*.

Section 5.

The secretary shall cause the names of all such nominees who have so accepted to be printed, in alphabetical order by last name, on official ballots and shall cause one of such ballots to be mailed no later than October 5 to each member in good standing, in an outer envelope marked "Official Ballot" together with a return envelope addressed to an accounting firm selected by the secretary and bearing the return address of said accounting firm. Each return envelope and ballot shall bear a different number, but the number selected shall be within the sole discretion of the secretary. Only regular, associate, life and club members shall insert their ballots in said numbered envelope and seal and mail the same. Only one ballot is allowed per envelope. Insertion of multiple ballots in the same envelope shall disqualify all ballots so inserted. A ballot must be received by the accounting firm on or before November 9 in order to be counted by said accounting firm. 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, and a report and tabulation of the votes cast for each candidate to be delivered to the secretary promptly following the tabulation and on or before November 15. The accounting firm shall return all ballots and their envelopes, including ballots determined to be invalid or otherwise disqualified, to the secretary no later than November 25.

Section 6.

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 where the margin of victory separating a successful from an unsuccessful candidate(s) shall be 1% or less, the unsuccessful candidate(s) shall be entitled to request and receive a recount to be conducted by the accounting firm at the expense of the society. When a recount is requested where the margin separating a successful from an unsuccessful candidate is greater than 1%, a recount may be conducted, but shall be at the expense of the candidate making the request. Any recount must be requested via certified mail sent to the mailing address of the secretary no later than seven days after the notification of election results is received by the candidate requesting the recount. The recount shall be completed by the accounting firm and the results delivered to the secretary no later than 10 days after the date the secretary requests the recount to be conducted by the accounting firm. When more than ten candidates have so accepted nominations for governor not more than three 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, their vote for that office will not be counted but their 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 their votes for the 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 three candidates residing in any one state, their votes for the candidates residing in such state will not be counted, but their 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 installation ceremony held on Saturday morning during the installation year convention. Any tie vote shall be broken by a coin toss, to be administered by the ethics committee.

Section 7.

In the event of a global or U.S. national emergency (pandemic or war) and the general running of the organization is hindered or in other means unable to be performed, the Board may vote to delay an election cycle to address the operational issues facing the organization and ensure organizational continuity. This delay must be passed by a majority Board vote. An election delayed in this manner shall be held the next occurring odd numbered year in keeping with the normal election timeframe described above.

Section 8.

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 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 9.

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 by a majority vote of the Board.

ARTICLE V COMMITTEES AND PERSONNEL

Section 1.

In conducting the affairs of the society, the president may appoint and discharge committees, with the exception of the Election Committee, 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 their successor in office. Commencing in 2004, the Board, by majority vote, will appoint, discharge, and determine the compensation of the secretary and the treasurer.

Section 2.

Standing Committees of the Board

The Election Committee is a standing committee of the Board whose three members are the past president of the Board, who shall chair the committee, the current president of the Board, and the secretary/treasurer. The responsibilities of the committee include review of nominations of members to the Board and other election considerations pursuant to the guidelines laid out above.

ARTICLE VI 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 Board shall

have the sole right to select and/or dismiss the convention chairman or convention manager.

Section 3.

The Board shall meet in session during the convention to conduct the affairs of the Society. An interim meeting of the 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 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 Board the president shall cause, action on a proposed resolution to be taken by electronic voting, in accordance with the following:

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, virtual meeting, 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), or upon the date the virtual meeting is convened. Only those votes delivered within ten (10) days after delivery of the proposed resolution will be counted. Adoption of a resolution by mail shall require the affirmative vote of a simple majority of the voting members of the Board casting a vote on the resolution.

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.

ARTICLE VII EXHIBITS AND AWARDS

Section 1.

Exhibits may be made at the CSNS convention(s) in accordance with such rules and regulations as may be prescribed by the Board from time to time.

Section 2.

All exhibitors must be members in good standing of CSNS.

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, or donations. All exhibit awards will come with the approval of the Board.

ARTICLE VIII AMENDMENTS

Section 1.

The by-laws may be amended by the 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 Board in writing to the membership at least 40 days prior to the commencement of the 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 IX PUBLICATIONS

Section 1.

CSNS shall issue a periodical to be known as *The Centinel*. An editor shall be appointed by the Board.

Section 2.

The name and address of the editor shall be noted in *The Centinel*, and any other publication of the Society.

Section 3.

The Centinel will be published quarterly.

Section 4.

Any other publication and/or advertisements connected in any way with the Central States organization, must have approval of the Board except that the publicity chairman of any convention may submit publicity releases to newspapers and other periodicals without such approval unless otherwise notified by the secretary, in which case approval must be obtained.

ARTICLE X 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 (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.

Organized April 23, 1939 and incorporated under the Laws of the State of Illinois May 16, 1955.



Mitch Ernst - President, CSNS



Date