

## ANA

### BYLAWS & CODES OF ETHICS

#### ARTICLE I

##### Section 1. Membership      Members—Eligibility, Rights & Privileges

- a) The membership of this Association—The American Numismatic Association (which hereinafter may be referred to as “Association” or “ANA”) shall consist of Regular Members, Life Members, Young Numismatist Members, Associate Members, Club Members, Organizational Members and Honorary Members (the latter as the Association deems appropriate from time to time or as provided in these bylaws).
- b) The Association may provide for subclasses of membership within the classes provided herein and may further set membership dues at different pricing levels depending on the level of benefits offered to the different subclasses of membership.
- c) Memberships are not transferable from one person or organization to another. Membership is a privilege, not a right, and may be denied to any individual or entity.

**Commented [DA1]:** Plural nouns changed to singular.

##### Section 2. Regular Members

Regular Members shall be those individuals now Regular Members in good standing and those hereafter admitted as Regular Members in the manner hereinafter set forth:

- a) Any individual of good moral character, 18 years of age or older, shall be eligible for Regular membership.
- b) Every full-time employee of the Association, 18 years of age or older, may shall be a Regular Member of the Association for the duration of his or her employment without payment of dues. All employee members of the Association will be classified as to the appropriate membership category based on their age.

**Commented [DA2]:** Correct drafting error. Remove hyphen.

##### Section 3. Life Members

Life Members shall be those individuals, in good standing, who are now Life Members and those individuals who pay the requisite Life Membership fee designated by the Association.

##### Section 4. Young Numismatist (YN) Members

YN Members shall be those individuals now YN (formerly Junior) Members in good standing and those persons hereafter admitted as such in the manner hereinafter set forth.

- a) Any individual of good moral character at least 5 years of age, but less than 18 years of age at the time of his or her application, shall be eligible for YN membership, provided such individual's application is approved in writing by the parent or guardian of the applicant.
- b) At the first renewal opportunity after age 18, a YN Member to in order remain a member in good standing shall convert to another membership category.

**Commented [DA3]:** Correct drafting error. “a YN Member in order to remain a member in good standing”

## Section 5. Associate Members

Associate Members shall be ~~those individuals now Associate Members in good standing and~~ those persons hereafter admitted as such in the manner hereinafter set forth:

- a) Any individual who is a spouse or domestic partner of a Regular Member, YN Member or Life Member in good standing shall be eligible for Associate membership, provided his or her application is approved in writing by such member.
- b) Any Associate Member, 18 years of age or over, in good standing ~~may change their membership status and become a Regular Member or Life Member upon application therefor and prepayment of one year's advance appropriate dues.~~ dues.
- c) An Associate Member shall be required to maintain the same mailing address as the Regular, Life or YN Member with whom he or she is associated.

**Commented [DA4]:** Correct drafting error. "Dues" must be added back to sentence.

## Section 6. Club Members

- a) Any nonprofit numismatic ~~organization whether as defined as a club , corporation, society or~~ association ~~may shall~~ be eligible for Club Membership. Any applicant for a Club membership shall submit to the Executive Director, at his or her request, copies of such applicant's organization and/or governing documents.
- b) Club Life ~~Membership shall be discontinued~~ ~~may be renewed~~ ~~deemed to be a 25 year term after which Club Life~~ ~~Membership may be renewed~~, except that those clubs that are now Life Members shall continue to retain their status as Club Life Members.

**Commented [DA5]:** Correct drafting error. Delete space between "club" and comma.

*\*(Note Board needs to reapprove club LM or eliminate otherwise strike it)*

**Commented [DA6]:** B&E Committee strikes the parenthetical statement appearing in green that was added to the Bylaws version supplied by the Board.

## Section 7. Organizational Members

Any public or governmental museum, archival institution, library or school, and any private, non-profit museum, archival institution, library, school or foundation may become an Organizational Member provided the applicant is approved by the Executive Director. Any applicant for an Organizational membership shall submit to the Executive Director, at his or her request, copies of such applicant's organization and/or governing documents, except this requirement shall not be necessary for public or governmental museums, archival institutions, ~~librar-ies~~ or schools.

**Commented [DA7]:** Correct drafting error. Delete the editing mark preceding "libraries," and delete hyphen.

## Section 8. Honorary Members

- a) Honorary membership may be conferred only by the Board of Governors upon any person who has rendered the Association or the science of numismatics some particular or noteworthy service or who is considered deserving of the special and distinctive title of Honorary Member.
- b) Honorary Members shall not have the right to vote or hold office, unless specifically afforded those rights by the Board of Governors, provided, however, that any Honorary Member who previously had the right to vote or hold office shall retain those rights on the same basis as existed prior to the receipt of the said Honorary membership.

## Section 9. Association Rights & Privileges

- a) All members shall be entitled to all the rights and privileges of the Association, consisting of the right to vote, the right to hold office and the right to receive the official publications of the Association, all of which are subject to any limitations as herein provided in these bylaws.
- b) The Association shall provide all members such other benefits as the Board of Governors deems appropriate and shall list those benefits in the ANA Policy Manual, which shall be accessible on the ANA's [www.money.org](http://www.money.org) website or provided to members in written form and available to all members on request.

## ARTICLE II Membership–Application, Admission & Dues

### Section 1. Application

- a) A written application signed by the applicant shall be made to become a member. Such applications shall furnish the name and address of the applicant and, if an individual, the date of birth and class of membership applied for.
- b) The Association may provide an electronic application form on its [www.money.org](http://www.money.org) website, and, if an electronic application is filed, the applicant shall certify his or her electronic signature.
- c) For YN membership applications and Associate Members under the age of 18, the applicant's parent or guardian shall also sign the application, or if an electronic application is filed, the parent or guardian shall also certify his or her electronic signature.

### Section 2. Admission

- a) Membership applications and advance dues shall be transmitted to the Association, and, upon the Association's receipt thereof and any necessary verification, the applicant shall be deemed to be a member of the Association, with all the rights of membership as provided in these bylaws.
- b) Any former member who has been expelled or suspended by the Board of Governors must reapply to the Board of Governors for reinstatement and cannot apply for membership as a new member.
- c) Any member who has been suspended by the Executive Director pursuant to Article III, Sect. 4(b) may be reinstated by the Executive Director upon the suspended member's satisfaction of outstanding obligations.

d) Membership dues paid are non-refundable in the event of resignation, expulsion or other disciplinary action.

### Section 3. Dues

- a) Membership dues shall be in those amounts as are determined by the Board of Governors. The Association may provide a reduced rate for promotional opportunities or for dues for multi-year payment of dues with approval of the Board of Governors. A schedule of dues shall be published in The Numismatist and on the ANA's [www.money.org](http://www.money.org) website.

**Commented [DA8]:** Insert space before "Membership."

**Commented [DA9]:** Correct drafting errors. "published in The Numismatist and on the ANA's [www.money.org](http://www.money.org) website."

b) Each member, with the exception of Life and Honorary Members, shall pay his or her dues in advance for each membership period commencing on the first day of the month in which such membership lapses and recorded on their original application of the year on which such member's original application, admission fee and dues were approved by the Association. If a member is delinquent in the payment of his or her dues for more than 60 days, his or her membership shall lapse and his or her name shall be removed from the membership rolls and mailing list. Any member whose membership has lapsed for non-payment of dues may: 1) be reinstated upon payment of dues necessary to bring his or her membership current in which case the member will maintain any accrued longevity and membership number or, 2) may begin a new membership pursuant to which the member forfeits any prior accrued longevity. Any reinstatement of lapsed membership is conditioned upon the member provided that he or she was not otherwise being indebted to the Association nor subject to any pending mediation complaint or ethics violation charges.

**Commented [DA10]:** Amend: "and as recorded..."

**Commented [DA11]:** Correct drafting error. Restore "not", so the sentence makes sense, "upon the member not otherwise being indebted..."

#### Section 4. Membership Administration

The duties of assigning membership numbers and database designations of membership classes and sub classes are reserved to the discretion of the Association and its administrative staff. Reinstatement of lapsed members and the assignment of prior membership numbers is reserved to administrative staff. The policies and procedures thereof shall be set forth in the Policy Manual.

### ARTICLE III Members— Resignation, Discipline, Mediation, & Suspension/Expulsion & Advertising

#### Section 1. Resignation

A member may resign from the Association upon written notice to the Association. Any member who resigns while he or she is indebted to the Association in any manner shall not be eligible to reapply for membership until such indebtedness is fully paid. Any member who resigns while bylaw or ethics violations are pending shall not be eligible for membership unless his or her application for membership (or request for reinstatement) is approved by the Board of Governors.

#### Section 2. Discipline

a) Any member committing any unethical act in his or her dealings with others, unjustly defaming the character of any other member, interfering with the activities of the Association, committing a criminal offense, engaging in conduct unbecoming a member, engaging in conduct prejudicial to the welfare of the Association, engaging in conduct which brings disrepute upon the Association, violating any of the provisions of these bylaws or any codes of ethics adopted by the Board of Governors, or failing to respond to a complaint made pursuant to Section 3 of this Article III, shall be subject to discipline, up to and including expulsion, as hereinafter provided.

b) The following conduct shall conclusively be deemed to be "conduct unbecoming a member" and "conduct prejudicial to the welfare of the Association" without further proof or evidence:

i) Selling and/or trading by any member on more than three occasions of counterfeit or altered numismatic items, irrespective of his or her lack of knowledge as to the authenticity thereof, where the

methods and selling practices indicate an intentional disregard for honest sales or trading practices with others;

ii) Selling and/or trading by any member on one or more occasions of counterfeit or altered numismatic items with knowledge as to the lack of authenticity thereof;

iii) The intentional selling and/or trading of any numismatic item that has been chemically, **digitally** or mechanically altered by means not generally accepted by numismatic standards and that is represented to be of a higher, or of a more nearly perfect condition than was the numismatic item prior to its alteration. The consistent advertising or offering for sale or trade of any such numismatic item shall be prima facie evidence that the sale of such items is intentional.

c) The refusal by a seller to refund the purchase price of a numismatic item that has been conclusively determined to be counterfeit or altered, shall be prima facie evidence of "conduct unbecoming a member."


d) The selling and/or trading of reproductions or other altered numismatic items generally accepted and collected by numismatists or that are identified in compliance with the Hobby Protection Act and not in any way misrepresented as genuine shall not be deemed to constitute "conduct unbecoming a member" or "conduct prejudicial to the welfare of the Association." Such reproduction or other altered numismatic item must be advertised and offered as such.

e) The Board of Governors retains discretion to hear or to decline to hear complaints.

### Section 3. Mediation

A mediation policy has been established for adjudicating complaints alleging violations of the bylaws and codes of ethics. The following are the basic minimum rights of ANA members with regard to any allegations of violations of the bylaws and codes of ethics:

a) Mediation may be commenced only by a written request for mediation. **Mediation forms shall be available on the ANA's [www.money.org](http://www.money.org) website or will be mailed to any person requesting such form.**

**Mediation policies, procedures and forms shall be available on the Association's website at [www.money.org](http://www.money.org), or will be mailed upon ~~written- request~~ made to Association headquarters at 818 North Cascade Avenue, Colorado Springs, CO 80903. All requests for mediation shall be administered in accordance with the mediation procedures contained in the  **Manual.****

b) After a written request for mediation is filed, a copy thereof shall be provided to the person whom the form identifies as the Respondent, and the Respondent shall have an opportunity to respond to the allegations contained in the request for mediation.

**c) The Board of Governors retains discretion to hear or to decline to hear requests for mediation between parties and without comment.**

d) Only the Board of Governors may expel a member **pursuant to the mediation process.**

### Section 4. Suspension & Expulsion **[\*NOTE: Changes to this section were approved by BOG in 2016]**

The Board of Governors may initiate a proceeding to expel a member without invoking the requirements of the mediation policy when the Board of Governors, in its sole discretion and by majority vote, has determined that evidence exists that there has been a serious violation of the Member or Dealer Code of Ethics and/or these bylaws and that the mediation process should not be used. Prior to suspending

**Commented [DA12]:** Correct drafting error. Change to "written request..."

**Commented [DA13]:** B&E Committee strikes the parenthetical statement appearing in green that was added to the Bylaws version supplied by the Board.

or expelling a member, the Association shall provide notice, an opportunity to respond and, if requested by the responding member or the Board of Governors, a hearing. The process for any Board of Governor action is set forth in the ANA's Policy Manual. The Policy Manual shall be available on the Association's website at [www.money.org](http://www.money.org), or will be mailed upon written request made to Association headquarters at 818 North Cascade Avenue, Colorado Springs, CO 80903.

i) The Association shall notify such member in writing as to the exact nature of the violation(s) that he or she is alleged to have committed;

ii) The Association shall notify the member as to the date and place of the meeting at which the Board will decide whether such Member should be suspended or expelled;

iii) The member shall receive notice by any form of reasonable delivery, provided that a return receipt or other acknowledgment of receipt is obtained, at the address last furnished to the Association, and such notice shall be sent at least 30 days prior to the date of such meeting;

iv) The member shall be afforded a reasonable opportunity to respond to such proposed action and may submit a letter and/or other data to the Board in opposition to such suspension or expulsion;c)The member may request a hearing before the Board, in person or by representative, with regard to the alleged violation(s) and allegation(s), and he or she shall be given a reasonable opportunity to respond to the allegations;

v) Upon advance request, the Association shall permit such member and/or representative to appear by any generally accepted electronic means reasonably available at the hearing location;

vi) The Board shall not be required to postpone its consideration of such suspension or expulsion and its action thereon by reason of the inability of such member to be personally present at such meeting, but may do so upon presentation of good cause.

b) The Executive Director shall have the right to temporarily suspend any member who fails to respond to a complaint, who fails to pay any indebtedness to the Association that is three months or more overdue, or fails to return any library book or other property to the Association within two months after demand is made therefor. In any such case, the complaint will be referred to the Board of Governors, with the report of action of the Executive Director. The Board may affirm, modify or reverse the action of the Executive Director or request further information prior to taking any action on the complaint. The Executive Director shall reinstate any member who has been temporarily suspended under this Section 4 provided that such member has complied with all requirements necessary to cure the default on which such suspension action was based.

c) The Board of Governors shall have the right to, but shall not be obligated to, publish notice of any expulsion under this Section 4 in *The Numismatist*.

d) Except as otherwise provided in this Article III and in the Association's Mediation Policy, only the Board of Governors ~~can vote to~~ reinstate the membership of any person or entity who has been expelled from the Association. Any member who has been suspended or expelled, for reasons other than indebtedness or failure to return any library book or other property of the ANA, may not rejoin the Association without first applying for reinstatement of his or her membership.

**Commented [DA14]:** Amend to "shall have the authority to reinstate..."

## Section 5. Advertising

~~The Executive Director shall maintain advertising policies and procedures in the Policy Manual and shall administer such policies as directed by the Board of Governors. Such policies will deal with advertising in the Association's publications, the Association's website, and advertising in other publications or websites when Association membership is referenced by the member advertiser.~~

#### ARTICLE IV Elected Officials–Powers & Duties

##### Section 1. Elected Officials

The Elected Officials of the Association shall be a President, a Vice President and seven Governors. The term "Governor," as used in these bylaws, refers to the seven officers elected as Governors. The terms "Board," "Board of Governors" and "Board Members" refer to the body composed of seven Governors, the President and Vice President. Only the Elected Officials of the Association shall be permitted to vote **in any matter** to come before the Board.

##### Section 2. President

During such times as the Board is not in session, the President shall have general supervision over all the affairs of the Association. The duties of the President shall include, but not be limited to, the following:

- a) To preside at all meetings of the Board of Governors of the Association.
- b) To call meetings of the Board of Governors and preside thereat. The President shall have the power to determine whether a Board member's motions are to be considered in open or closed session, but not to limit which motions are placed on the agenda or presented to the Board as part of the agenda.
- c) To appoint the National Coordinator **for the representative program** ~~and any necessary Regional Coordinators to foster communication between clubs and collectors, and to facilitate educational programs, benefits and services offered to clubs and individual collectors by the ANA. The President may delegate the appointment of the Regional Coordinators network to the National Coordinator.~~
- d) To appoint all committees, designate the persons who shall chair the committees **with board approval**, determine the duties and scope of the committees, and remove any committee chairperson or member, with the exception of the Audit Committee, **the duties and membership of** which shall be reserved to the Board of Governors.
- e) To approve non-routine payments requested by the Executive Director or Controller in accordance with accounting procedures established for the Association staff and consistent with the approved budget. He or she may appoint the Vice President or other officers to perform all or a designated portion of this function.
- f) To appoint all Corporate Officers and Special Officers of the Association, subject to the approval of the Board of Governors.**
- g) To require the Executive Director to render monthly reports.
- h) To promptly inform all other Board members regarding the implementation of significant actions approved by the Board. This shall include developments affecting its status and operation.
- i) The President shall have the responsibility to advise the Executive Director with respect to the interpretation, clarification and implementation of any policies, programs and projects approved by the Board, but the President shall have no authority to direct the Executive Director to deviate therefrom or to make any substantial modification thereof without Board approval.
- j) The President, at his or her discretion, shall have the right, from time to time, to appoint as a Special Officer of the Association one or more individuals to serve during such President's term of office as

**Commented [DA15]:** Correct drafting error. Insert period at end of sentence.

**Commented [DA16]:** Amend to "subject to"

Counselor to the President, such appointment in each case to be subject to the approval of a majority vote of the Board of Governors. Such individuals shall perform such tasks and responsibilities as may be assigned to them from time to time by the President **and must be members of the Association.**

k) **The President, to assist in fulfillment of his/her duties under this Section, has the authority to obtain assistance from ANA administrative staff, which shall include but not be limited to scheduling or contacting of participants for any meeting.**

**Commented [DA17]:** Refer to proposed amendment to Article V 6A. This change is necessary to ensure that the President has the authority, where necessary, to seek staff assistance from time to time in carrying out his/her duties.

### Section 3. Vice President


The duties of the Vice President shall be:

- a) **To serve on the Executive Committee.**
- b) Upon request, to assist the President in the discharge of his or her duties.
- c) To act in the place of the President in case of his or her absence or disability.
- d) To succeed to the position of the President in case of his or her death, incapacitation or resignation.

### Section 4. Board of Governors– Powers & Authority

Subject to any limitations of the Federal Charter or these bylaws, all corporate powers shall be exercised by or be under the authority of the elected Board of Governors. The conduct of the business and affairs of the Association shall be controlled by the elected Board of Governors, and may be delegated by the Board to the Executive Director or such Officers as the Board deems appropriate to manage the affairs of the Association. Without limiting these general powers, it is expressly declared that the elected Board of Governors shall have all authority to:

- a) Set policy for the Association.
- b) Determine the time and place for holding conventions.
- c) Prescribe the form of the official election ballots.
- d) Rule on final disposition of any charges brought against a member.
- e) Appoint the Executive Director, subject to such limitations as may appear in the bylaws, and to prescribe such powers and duties for the Executive Director as shall be consistent with the Federal Charter and the bylaws.
- f) Prescribe such powers and duties for Elected Officials as shall be necessary and consistent with the Federal Charter and the bylaws.

 **point such other discretionary or Special Officers as the Board deems appropriate.**

g) Appoint the Audit Committee and its members.

~~h) Fix the compensation of the Executive Director, non-elected Corporate Officers and/or Special Officers.~~

~~i) Remove the Executive Director, any non-elected Officer and/or any Special Officer who does not or cannot meet the requirements of office or fails to perform the duties of his or her office.~~

~~j) **To consult with staff on special projects provided they have to permission of the both the President and Executive Director**~~

l) Exercise all authority granted elsewhere in these bylaws and such other authority as shall be consistent with the management of a nonprofit 501(c)(3) association.

**Commented [DA18]:** Setting aside the drafting difficulties with the proposed Subsection, the B&E Committee extensively discussed this amendment. The language “consult” and “special projects” are ambiguous. The Committee recommends the following:  
“k) **To give direction to ANA administrative staff provided this action has the prior approval of both the President and Executive Director.**”  
This issue and the rationale for the Committee’s recommendation are discussed in its covering report to the Board.

### Section 5. Resignation or Removal of an Elected Official



Any Elected Official may resign from office at any time by giving written notice thereof to any other Elected Official of the Association; and that person receiving such notice shall forthwith notify all other members of the Board of Governors. The Board of Governors shall have the power to remove **any elected Officer** or Governor by an affirmative vote of two-thirds of the entire Board of Governors. Cause for removal exists (without limiting other causes for removal) whenever a Governor or elected Officer:

- a) Fails to attend three consecutive regular meetings of the Board of Governors, unless excused for good cause by the President, notwithstanding that he or she otherwise qualifies for office;
- b) Is convicted of a felony;
- c) Has committed a material breach of his or her fiduciary duty;
- d) Has committed any act or has engaged in conduct that is prejudicial to the welfare of the Association;
- e) Ceases to be a Member in good standing of the Association while in office.

**If the cause for removal is based on any of the foregoing reasons, or any other inappropriate conduct,** before any removal can occur, such person shall be provided notice of the reasons for such proposed action, and he or she shall be entitled to respond thereto prior to any vote thereon. If removal is based on disability or inability to discharge the duties of office, the Board may act without the necessity of any prior notice.

#### Section 6. Executive Committee

There shall be a standing Executive Committee which shall consist of the President, Vice President, Executive Director, Immediate Past President and General Counsel. The President may convene the Executive Committee on matters of importance as the President deems appropriate. The Executive Committee shall consider and review any matter designated by the President and make recommendations to the Board as to any issue upon which the Executive Committee believes action should be implemented. The President may invite participation of such other **persons, Officers or Governors** where their participation would assist in the discussion and recommendation of the subject matter to be reviewed.

#### Section 7. Immediate Past President

The Immediate Past President, not otherwise an elected Governor, shall serve as an ex-officio, nonvoting member of the Board of Governors. In the event that the Immediate Past President cannot or declines to so serve, the President and/or the Board may request that the next previous Past President, ~~the Chair of the Advisory Council or such other person,~~ as is approved by the Board, ~~to~~ attend all Board meetings in this same capacity.

### ARTICLE V Board of Governors Meetings

#### Section 1. Quorum

A quorum for the transaction of business at any meeting of the Board of Governors shall be seven voting members. An affirmative vote of not less than a majority of those Board members in attendance at a Regular Meeting shall be required to adopt all motions except changes to the bylaws that are governed

**Commented [DA19]:** Amend highlighted passage to “**or such other person who has previously served as a President of the Association.**”  
If it is the Board’s intention to eliminate the reference to the Chair of the Advisory Council for the purpose of this Subsection, the B&E Committee recommendation would ensure that the person selected for this ex-officio post is a Past President.

by Article XIV or matters pertaining to Article IV, Sect. 5.

## **Section 2. President's Right to Vote**

The President shall have the right to vote at Board meetings.

## **Section 3. Conduct of Meetings**

Meetings shall be conducted according to the edition of Robert's Rules of Order specified by the Parliamentarian (or the Secretary, if no Parliamentarian is appointed), except as otherwise herein provided.

## **Section 4. Regular Meetings**

Meetings of the Board of Governors shall be held at each Association convention, with no fewer than four additional meetings during each fiscal year. Any member of the Board of Governors and/or any Officer who cannot be physically present at any meeting of the Board of Governors may attend by any of the following methods: telephone or electronic conference, video conference, or any combination of the foregoing methods whereby the member not physically present can communicate with the other Board members during the meeting.

## **Section 5. Special Meetings**

The President or four members of the Board may call a Special Meeting at times and places to be determined by them.

a) A quorum must be present at all Special Meetings, and five affirmative votes shall be required for passage of any matter **except changes to the bylaws that are governed by Article XIV or matters pertaining to Article IV, Sect. 5.**

b) Notice must be given to all members of the Board of Governors by a written method, whereby the notice will be received at least one full, intervening business day prior to the scheduled meeting (unless such time is reduced by approval of seven voting members).


c) Special Meetings shall be limited to only those items as listed on the **Agenda** which must be provided to all Board members with the notice of the Special Meeting.

## **Section 6. Methods of Meeting**

Special Meetings may be conducted by any means that provide effective communication between Board members in attendance, and may consist of any of the following methods: an in-person meeting, a telephone or electronic conference, a video conference, or any combination of the foregoing methods whereby all members can communicate with one another.

a) The President shall endeavor to establish a time at which all Board members will be available for said meeting; however, if it appears that any Board member(s) will not be available, said meeting may be conducted in the absence of such Board member(s), provided a quorum is **established and** maintained.

The President may request ANA administrative staff to assist in contacting Board members to conduct any such Special Meeting.

 If Board members call a Special Meeting, they shall comply with this requirement. Subsequent confirmation by the Board shall be required, provided, however, that w

b) Within five-one business days after any action is taken, a copy of the written text of each motion passed shall be provided to all Board members by email and regular mail. Minutes of Special Meetings shall be provided in the same manner as Regular Meetings.

## Section 7. Open Meetings

It shall be the policy of the Association that meetings of the Board of Governors, other than votes by mail or electronic communication media, be conducted in open session, except for deliberations and/or votes involving personnel, including hiring, compensation, and termination thereof; contractual and litigation matters; awards; or such deliberations that the Board members, after due consideration, decide merit confidentiality. Prior to ending an open session for the purpose of going into a closed executive session, there shall be a vote to that effect by the Board, with a vote of the majority of those present required to go into closed executive session.

## ARTICLE VI Requirements to Vote & Hold Elected Office

### Section 1. Eligibility to Vote

a) Individual Members 13 years of age or older as of March 31 of an election year and who have been members of the Association for at least one year as of that date shall be entitled to vote in any Association election.

b) A Club that is a member of the Association shall be entitled to have one vote.

### Section 2. Eligibility to Hold Elected Office

a) Members 18 years of age or older as of March 31 of the election year and who have been a member of the Association for at least three consecutive years as of that date shall be eligible to hold elected office.

b) Honorary Members shall not be eligible to hold elected office unless they were Regular Members or Life Members of the Association at the time honorary membership was conferred upon them.

c) Associate Members, Club Members and Organizational Members shall not be eligible to hold elected office.

d) No member shall be eligible to serve as President or Vice President unless he or she shall have first been elected and served at least one term as Governor, or will have served one term as a Governor when sworn in as President or Vice President. The requirement of one term as Governor shall be met if the candidate has served 18 months or more of a term as Governor or will have served 18 months or more of a term as a Governor by the date he or she is to be sworn in as President or Vice President.

e) Any person who has served 18 months or more of a term as President cannot be a candidate for the

**Commented [DA20]:** B&E Committee recommends that this sentence be struck and replaced by IV 2K. Rationale: The President's ability to obtain the assistance of staff when required should not be confined by the Bylaws, as it currently is, to preparing for Special Meetings.

**Commented [DA21]:** Correct drafting errors. It appears the intention is for the first sentence to conclude with "by email" followed by a period. The words "Minutes of Special Meetings" should be restored to avoid changing the meaning of the final sentence.

**Commented [DA22]:** The merits of having the same eligibility period for Individual Members and Club Members, in the opinion of the B&E Committee, outweigh the basis for having different eligibility periods. The Committee recommends:  
"A Club that has been an active Association member since March 31 of the year preceding the election shall be entitled to have one vote."

office of President or Vice President, but may be a candidate for Governor in any subsequent election, subject to the term limits stipulated in ~~the following subsection (g)(i) or (g)(ii).~~ Section 3.

f) Any person who has served a term of 18 months or more as Vice President cannot be a candidate for the office of Vice President, but may be a candidate for President or Governor in any subsequent election, subject to the term limits stipulated in ~~the following subsections (g)(i) or (g)(ii).~~ Section 3.

### Section 3. Term Limits

a) No person shall be eligible for elected office, in any capacity, who has previously served as a member of the Board of Governors (including service as President and/or Vice President) for five consecutive or non-consecutive two-year terms or for an equivalent period of service on the Board.

b) Total service on the Board is limited to five terms, but in no circumstance is it to be more than 12 years.

c) Service of more than one year of a term as an Elected Official shall count as a “full term” for the purpose of determining whether ~~the restrictions of Subsections (g)(i) or (g)(ii) in 3a & b are applicable.~~

d) No present or former employee of the Association shall be eligible for nomination as a candidate for the office of President, Vice President or Governor of the Association during the term of his or her employment or during the first election occurring after the voluntary or involuntary termination of his or her employment.

**Commented [DA23]:** Should read "the restrictions in Article VI, Sections 3(a) and 3(b) are applicable." for clarity.