

NASHVILLE COIN CLUB, INC.

BY – LAWS

Article I

Purpose

The Nashville Coin Club, Inc., being a State non-profit organization, exists to:

- A. Promote interest, advancement, diffusion of knowledge and understanding of numismatics through education of our membership.
- B. Collect, exchange and disseminate numismatic information for the benefit of our club members.
- C. Cultivate a fraternal relationship among club members through social activities and discussions of mutual interest.
- D. Sponsor periodic venues for the exchange of numismatic items, information and education among members and the general public.
- E. Promote and encourage young members to develop a greater interest in numismatics.

Nashville Coin Club, Inc. (hereinafter referred to as the "Club") is organized exclusively for charitable and educational purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of a future federal tax code. No part of the net earnings of the Club shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the Club shall not carry on any other activities not permitted to be carried on **(a)** by any organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or **(b)** by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the activities of this Club shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall the Club participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

Article II

Officers

The Officers of the Club shall be a President, a Vice-President, a Secretary, and a Treasurer. The offices of Vice-President and Secretary may be held by the same individual.

Any regular member in good standing shall be eligible for any of the offices.

The President shall preside at all meetings and generally supervise the administration, assets and activities of the Club.

In the absence of the President, the Vice-President will perform the duties of the President.

The Secretary shall record the minutes of all Club meetings, preserve all necessary and useful documents, and handle general correspondence. The Secretary shall also keep an accurate list of members and their personal information. Personal information will be kept confidential and will not be released without the permission of the Club members.

The Treasurer shall:

- A. Receive all funds belonging to the Club and shall keep an account of the dues, receipts and expenditures.
- B. Report the current monthly balance of each bank account maintained by the Club at each monthly meeting of the Club.
- C. Disburse funds and pay bills promptly as approved by the Board of Directors. Any presiding officer, as long as their signature is on file with the bank, can sign checks.
- D. Report the revenue and expenses of each coin show sponsored by the Club at the first meeting held following the conclusion of such coin show.

- E. Prepare and submit the Form 990, Return of Organization Exempt from Income Tax, to the Internal Revenue Service (IRS) in accordance with the current filing requirements. The return shall be submitted to each member of the Board of Directors via hard copy or email at least 10 days before the return is filed with the IRS. The review of the return by the Board of Directors shall neither prevent nor delay the filing of the return with the IRS.
- F. Prepare and submit the Annual Report required by the Tennessee Department of State - Division of Business Services, in accordance with the current filing requirements. The report shall be submitted to each member of the Board of Directors via hard copy or email at least 10 days before the report is filed with the Tennessee Department of State. The review of the report by the Board of Directors shall neither prevent nor delay the filing of the report with the Tennessee Department of State.

The Bourse Chairman, with the permission of the Board of Directors, shall have general supervision over all aspects of the Club's coin and collectibles shows: publicity, bourse table assignments and activity, exhibits, educational programs, security, and registration.

The Officers shall perform such other duties as may be assigned to them by the President.

At each January meeting, a slate of officers shall be nominated for each position. During each February meeting, other members may be nominated and elections held. If only one member is nominated for any office, and provided there are no additional nominations from the floor, the President shall forthwith declare the nominee elected. When there is more than one nominee for any office, a vote will be taken and the nominee receiving the highest number of votes shall be declared elected. The officers shall be installed at the Annual Meeting in March.

If an office becomes vacant for any reason, the vacancy shall be filled by action of the Board of Directors with the least possible delay.

Each officer, at the expiration of their term of office, shall deliver to their successor all books, paper, money or other property of the Club in their possession.

Article III

Board of Directors

The Nashville Coin Club, Inc. shall be governed by its Board of Directors.

The Board of Directors will be appointed by the President of the Club during the first meeting after the date of incorporation. Each Board of Directors member shall have a single vote.

Initially, the Board of Directors shall consist of three members and shall be elected to serve as follows: One 3-year director, One 2-year director and One 1-year director. In each succeeding year, one 3-year director shall be elected.

The Board of Directors may hold special meetings at the call of the President or of any other two directors.

Any vacancy on the Board of Directors shall be filled by action of the remaining directors for the unexpired portion of the term of the departing director.

The specific duties of the Board of Directors shall be to:

- A. Vote the Club's ANA membership ballots,
- B. Appoint a Bourse Chairman,
- C. Evaluate proposals for Club interactions with other numismatic and local community organizations and recommend action to the general membership (evaluations and approvals by a majority vote of all current directors),
- D. Carry out those further duties specified in other Articles of these By-laws.

Officers and directors shall receive no compensation for carrying out their duties except reimbursement of their actual expenses on behalf of the Club.

A board of directors member may be removed from office for unbecoming conduct, or for failure to perform duties in a responsible manner. The board member must be informed of their delinquency by the Board of Directors. The member shall have the opportunity for rebuttal. A majority vote of the Board of Directors is required for the member's immediate removal.

Article IV

Committees

The Board of Directors shall establish such regular and special committees as may be necessary to properly handle the Club's affairs and activities and shall designate the number of members of each such committee. The Board of Directors shall also determine the amount of funding, if any, that a Committee shall be allocated on a semi-annual or annual basis.

The President shall have the power to appoint the members and name the chairmen for each such committee and to remove members of each such committee.

If allocated funds by the Board of Directors, each committee will keep timely and accurate records of all receipts and disbursements of such funds. A monthly report of all financial transactions shall be made to the Board of Directors and the Treasurer of the Club.

Article V

Rules

The Board of Directors shall have the power to:

- A. Adopt, amend and repeal rules in any manner consistent with the By-laws,
- B. Establish and fix the term of office duties of committees,
- C. Govern the conduct and participation of members and non-members in meetings, auctions, trading sessions and other activities and functions of the Club, and
- D. Acquire, protect and dispose of the Club's property.

Forty percent (40%) of the Club membership or ten Club members, whichever is fewer, shall constitute a quorum at the monthly meeting.

No non-board member may incur any expense in the name of the Club without prior specific approval by the Board of Directors.

Article VI

Membership

Any person who applied for and is duly admitted to membership in the Club shall be deemed to have accepted these By-laws and shall be bound by them and any amendments thereto, as if he or she had been a member at the time of their adoption. Memberships are not transferable and as such cannot be transferred from one person to another.

Membership in the club shall be granted to any person upon submission of a valid application with the appropriate annual dues.

Dues will be payable on a calendar year basis. The dues of new members shall be received upon their acceptance into the Club. New members who join the Club during the last half of the calendar year shall only pay half of the appropriate annual dues.

Any member who fails to pay Club dues, or any other personal indebtedness due to the Club within 30 days after written request has been made by the Board of Directors, shall be automatically suspended from membership and shall not be reinstated until all such indebtedness is paid, or arrangement is made for the payment thereof to the satisfaction of the Board of Directors.

The membership of any member may be terminated for cause upon recommendation of the Board of Directors and a 2/3 vote of the members present at the monthly meeting following such recommendation.

No member who has died, resigned from or otherwise become disassociated from this Club shall thereafter have any interest in or claim upon the assets of the Club.

Article VII

Meetings

Regular meetings shall be held on the first Monday of each month unless otherwise fixed by the Board of Directors.

In the event that the first Monday of the month falls on a national holiday, the members present at the preceding meeting will decide by majority vote whether such meeting will be held on that day, a subsequent day, or cancelled altogether.

The President or any other two Directors may call a Special Meeting of the Club at any time. Notice of Special Meetings shall be made by the Secretary to every member in good standing at least five business days prior to the date of the meeting.

Meetings shall be held at locations determined by the Board of Directors.

Article VIII

Contracts, Checks, and Loans

Except as otherwise provided by resolution of the Board of Directors, all contracts, deeds, leases, mortgages, grants, and other agreements of the club shall be executed on its behalf by the treasurer or other persons to whom the Club has delegated authority to execute such documents in accordance with policies approved by the Board of Directors.

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the club, shall be signed by such officer(s) or agent(s) of the Club and in such manner as shall from time to time be determined by resolution of the Board of Directors.

All funds of the Club not otherwise employed shall be deposited from time to time to the credit of the Club in such banks, trust companies, or other depository as the Board of Directors or a designated committee of the Board of Directors may select.

No loans shall be contracted on behalf of the Club and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Article IX

General

All necessary books, records, and supplies shall be provided by the Board of Directors and shall be kept in such manner as the Board of Directors prescribes.

The fiscal year of the Club shall be January through December.

The members, officers, committee members, employees, and persons served by this Club shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of the Nashville Coin Club, Inc. not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion or national origin.

Article X

Code of Conduct

A member must agree to comply with the following standards of conduct:

- A. To support and be governed by the By-Laws of the Club and by any other rules, policies and regulations as may be adopted from time to time by the Board of Directors.

- B. To conduct his / her self so as to bring no reproach or discredit to the Nashville Coin Club, Inc., or impair the prestige of its membership.
- C. To conduct all numismatic dealings in a just, fair and moral manner and to make no false statements as to the condition of a numismatic item (altered, counterfeit, or otherwise).
- D. To neither buy or sell numismatic items of which the ownership is not clear.
- E. To abide by all local, state and federal laws in all numismatic matters and to assist in the prosecution of violators of such laws.
- F. Any violation of these standards of conduct shall be grounds for expulsion from Nashville Coin Club, Inc. under its then current rules.

Article XI

Amendments

These By-Laws may be amended by a simple majority vote of the Board of Directors present at any regular or special meeting of the Club, provided that notice of any proposed amendment shall be mailed or otherwise given in writing to the members in good standing at least five days before such meeting.

IN WITNESS WHEREOF, the undersigned, being the directors of Nashville Coin Club, Inc. on this _____ day of July 2024.
