

# Manitoba Coin Club Incorporated

*Dedicated to promoting Numismatics*

## Constitution and Bylaws, 2016



**Founded 1954, Incorporated 1969**

Member of the Royal Canadian Numismatic Association

P.O. Box 321, Main Post Office

Winnipeg, Manitoba R3C 2H6

# **Constitution and Bylaws of the Manitoba Coin Club, Incorporated**

## **CONSTITUTION OF THE MANITOBA COIN CLUB, INCORPORATED**

### **ARTICLE 1: Name**

The name of the organization is the Manitoba Coin Club, Incorporated, also known as “the Club”.

### **ARTICLE II: Objectives**

The objectives of the Club are:

- (a) to promote the art and science of numismatics;
- (b) to aid its membership and the public in the study, acquisition and exhibition of numismatic material; and
- (c) to co-operate with numismatic organizations and individuals in the art and science of numismatics.

To accomplish these objectives, the Club shall be a non-profit organization, a member of the Royal Canadian Numismatic Association (the “RCNA”), and will hold regular members' meetings, shows, and social gatherings.

### **ARTICLE III: Officers and Directors**

- (a) The Officers of the Executive Committee shall be in order of seniority:
  - (i) President
  - (ii) First Vice-President
  - (iii) Second Vice-President
  - (iv) Secretary
  - (v) Treasurer
  - (vi) Immediate Past President

(b) In addition, there shall be a Board of Directors who shall meet with and form part of the Executive Committee. It shall consist of:

- (i) Three (3) Directors elected at the Annual General Meeting (AGM)
- (ii) The Manitoba/Nunavut Director of the Royal Canadian Numismatic Association shall be an ex-officio member of the Executive Committee without voting rights.

(c) The Officers and Directors shall act honestly, fairly and in the best interests of the Club.

#### ARTICLE IV: Operations

- (a) The Club shall hold regular meetings throughout the year and an Annual General Meeting in the fourth week of November of each year; and
- (b) The affairs of the Club shall be governed by the "Executive Committee" which will be elected at the AGM.

#### ARTICLE V: Membership

- (a) Any person of good reputation can become a member of the Club.
- (b) The membership of the Club shall consist of:
  - (i) Regular Members
  - (ii) Youth Members
  - (iii) Honorary Life Members
  - (iv) Family members
  - (v) Corporate members

#### ARTICLE VI: Bylaws

(a) The Bylaws are the rules and regulations by which the daily affairs of the Club are administered.

(b) Any member may propose or amend Bylaws by submitting a notice of motion, including the underlying rationale, to the membership in writing at any regular meeting.

A vote shall be held at the next regular meeting requiring a simple majority for enactment.

(c) The Bylaws shall be separated from the Constitution to facilitate the updating and changing of such Bylaws.

## ARTICLE VII: Code of Ethics

Every member of the Club shall be subject to the following code of ethics:

- (a) to support and be governed by the Constitution and Bylaws of the Club and such regulations and policies as may be in force from time to time;
- (b) to honor all contracts;
- (c) to conduct all transactions with honesty, fairness, and respect, with the best interests of the Club paramount;
- (d) to aid members and the public in the quest for numismatic knowledge.

## ARTICLE VIII: Amendments to the Constitution

Proposed amendments to the Constitution shall be presented as a notice of motion in writing, including underlying rationale, to the Secretary at least sixty (60) days prior to the AGM. Such proposed amendments shall be sent to the members at least 30 days prior to the AGM. To pass, the proposed amendment shall require a 2/3 (two thirds) majority of those eligible members present and voting at the AGM.

## ARTICLE IX: Elections

(a) Elections for officers and directors shall be held annually at the AGM.

(b) A nominating committee shall be appointed no later than the regular May meeting that shall consist of the Immediate Past President, a Director, and two (2) members of the general body membership, to be decided by the Executive Committee.

(c) The nominating committee shall submit the list of nominations in time to be published in the September newsletter.

(d) Any additional nominations may be submitted to the nominating committee, in writing for any position, signed by two (2) members of the Club, in good standing, to be published in the October newsletter, and at such time, all nominations shall be closed.

(e) To qualify for a nomination, the nominee must have had attended at least three (3) meetings in the previous year, and be a member in good standing. To qualify for a nomination as president, one must have served on the Executive for at least one (1) year.

(f) All nominees must consent to their respective nominations prior to their publication.

(g) Terms of office shall be for one year.

(h) All elections shall be conducted by secret ballot.

(i) Once counted by two scrutineers, all ballots shall be destroyed.

# BYLAWS OF THE MANITOBA COIN CLUB, INCORPORATED

## 001: Members

### A.

All persons interested in the objectives of the Manitoba Coin Club, Incorporated, also known as “the Club” shall be eligible to apply for membership. If no written objection to such application is received by the Secretary by the end of the next succeeding month, following publication, the applicant shall be admitted to membership on that date and notice to this effect shall be published in the succeeding issue of the newsletter.

### B.

(i) Any person who is interested in the objectives of the Club, who is eighteen (18) years of age or over, shall be eligible to apply for Regular Membership.

(ii) Any person of who is interested in the objectives of the Club, under the age of eighteen (18) shall be eligible to apply for Youth Membership.

(iii) Honorary Life Members shall be those persons who, for outstanding service to the Club or the art and science of numismatics, have been nominated by a member or members of the Club and so accepted by not less than a 2/3 (two thirds) majority of the eligible membership and present at the Annual General Meeting. Recipients of Honorary Life Memberships shall be exempt from dues payment.

(iv) Family Memberships consist of all family members living at the same address.

(v) Any reputable non-profit club, society, association, corporation, museum, library, archives, or institution of learning, shall be eligible to apply for a corporate membership.

### C.

Each membership shall represent only one (1) vote.

### D.

All memberships shall be entitled to all the privileges of the Club and one membership card may be issued for each membership.

E.

Membership in the Club is a privilege, not a right. A membership may not be renewed if a 3/4 (three quarters) majority of the Executive Committee determines the conduct of a member to be detrimental to the best interests of the Club.

F.

Application for membership shall be submitted on a Membership Application Form to the Membership Chair. The application form shall include:

- (i) the applicant's name;
- (ii) the applicant's address;
- (iii) the applicant's e-mail and/or phone number;
- (iv) if under eighteen (18), the applicant's date of birth;
- (v) the membership category applied for;
- (vi) the date of application;
- (vii) in case of Youth membership application, the signature of the parent or guardian agreeing to be responsible for the applicant's actions, while a member, to the age of eighteen (18).

G.

The application for membership shall be accompanied by the annual membership fee.

H.

The membership fees for the calendar year shall be determined at the Annual General Meeting.

I.

In order to remain in good standing, members shall abide by the Code of Ethics. A breach of the Code of Ethics shall be considered conduct detrimental to the welfare of the Club and a possible cause for action by the Executive Committee.

J.

If any member is in arrears of membership fees, such member shall be automatically suspended upon appropriate notification at the expiration of four (4) months from the date on which the fees are payable, and shall thereafter not be entitled to membership privileges.

K.

To be reinstated, the suspended member shall pay all arrears in fees and/or assessments at the discretion of the Executive Committee.

## 002: The Executive Committee

### A.

The Immediate Past President and the Manitoba and Nunavut Director of the Royal Canadian Numismatic Association shall hold their respective positions ex-officio.

### B.

An officer, either appointed or elected, may be removed from office for conduct unbecoming his/her position if, in the opinion of a 3/4 (three quarters) majority of the Executive Committee, such action is warranted. Any officer may also be removed from office upon a majority vote of the members in good standing, for any cause which the Club may deem reasonable.

### C.

All Officers and Directors shall serve without compensation.

### D.

Any vacancy occurring in an elected office, between Annual General Meetings shall be filled by the Executive Committee. Should the position of President become vacant between Annual General Meetings, such position will be assumed by the Vice-President in order of seniority of office.

### E.

Official duties:

(i) The President (or Vice-President, in the President's absence) shall preside at all meetings of the Club and of the Executive Committee, and shall perform such duties as may pertain to his/her office. The President shall serve as an ex-officio member of all Club committees.

(ii) The Vice-Presidents shall, in order of seniority of office, assist the President in the discharge of his/her duties upon request and shall, in the absence of the President, perform duties of that office.

(iii) The Secretary shall be responsible for taking and keeping the minutes of all meetings and all correspondence relating to the Club. The Secretary shall keep and preserve all current documents and items relating to the affairs of the Club and shall have custody of the seal.



(iv) The Treasurer shall keep true and accurate records of all financial transactions in accordance with generally accepted accounting principles. The Treasurer shall collect all dues and other monies payable to the Club. The Treasurer shall deposit all monies received in a financial institution in the name of the Club and shall make all payments or deposits as ordered by the Executive Committee. All cheques shall be signed by two (2) designated officers of the Executive Committee. The Treasurer shall prepare an annual budget and present it at the AGM.

F.

Four (4) members of the Executive Committee shall constitute a quorum. Those voting members of the Executive Committee shall have one vote. All votes must be made in person and not by proxy or otherwise.

G.

The Executive Committee shall, subject to the Constitution, Bylaws or directions given it by a majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Club. The Executive Committee shall not have the authority to commit the Club to any course of action which would result in a financial commitment.

H.

The Executive Committee shall appoint any or all of the following positions/standing committees after the AGM:

(i) Archivist: The Archivist shall keep and preserve all non-current documents, artifacts, memorabilia and other related items relating to the affairs and history of the Club. The Archivist may exhibit a selection of the Club's memorabilia in a non-competitive exhibit at the Club's annual show.

(ii) Librarian: The Librarian shall acquire and keep the physical collection of numismatic literature (whether print or non-print) such as coin auction catalogues, general coin catalogues, periodicals, price lists, reference books and videos. The Librarian shall produce or maintain a current list available to members upon request and occasionally published in the newsletter and/or Website.

(iii) Membership Chair: The Membership Chair shall receive all applications for membership, whether new or renewals and shall maintain a current membership contact list. Anyone wishing to contact another member may go through the Membership Chair who will ask on behalf of the member if the other wishes to be contacted and will report the result of the initial member requester. The Membership Chair shall inform the Club of all new members and those who have resigned on a monthly basis, as appropriate. The Membership Chair shall also monitor attendance and follow up unexplained and/or prolonged absences.

- (iv) The Newsletter Editor shall publish a newsletter on a monthly basis, except July and August, and may communicate to the editor of the *Canadian Numismatic Journal* from time to time highlights of Club activities for inclusion in that publication by ensuring the CNJ editor is on the mailing list to receive the newsletter.
- (v) The Program Chair shall provide educational opportunities for members such as show and tell and other presentations and Club meetings.
- (vi) The Publicity Chair shall be responsible for all the publicity and advertising requirements of the Club.
- (vii) The Show Chair shall be responsible for the general working of the Club's shows and will create a working committee with regard to publicity, bourse, registration table, etc.
- (viii) The Webmaster shall be responsible for developing and/or maintaining the Club's website.
- (ix) The Auctioneer may hold an auction at regular monthly meetings.
- (x) The Social Convenor shall be responsible for social activities and refreshments at each regular monthly meeting.
- (xi) The RCM liaison shall be responsible for informing members in timely fashion of relevant RCM activities (such as Coin Exchanges).

Ad hoc committees (e.g. Nominating, Exhibit Judging Committees) shall be appointed by the President or by a majority of the Executive Committee whenever it may be deemed necessary or advisable. Any ad hoc committee so established may be rescinded if deemed necessary or advisable by a majority of the Executive Committee.

## I.

Any member of the Executive Committee who is absent for four or more consecutive Executive Committee meetings without notice or cause shall be deemed to have resigned from their position until such a time as said member meets with the remaining Executive Committee members to discuss absences. The remaining Executive Committee members shall then vote on whether or not to re-instate the member to the Executive Committee based on a simple majority of those present at the meeting.

### 003: Meetings

A.

The Club shall hold monthly meetings on the fourth Wednesday of each month except July, August and December to conduct the affairs of the Club.

B.

The Annual General Meeting shall be called by the President, or in his/her absence, by the ranking Vice-President or by the Secretary, who shall notify all members of the time and place of the meeting. Notification of the meeting shall be given to the membership at least thirty days prior to the meeting by placing a notice in the monthly newsletter by e-mail or by post.

C.

Ten voting members shall constitute a quorum at meetings of the Club. No business shall be conducted without a quorum.

D.

No votes shall be taken by proxy.

E.

Ordinary resolutions may be passed by a simple majority vote at any meeting, where such resolution is properly raised.

F.

Matters of special importance shall be classed the same as amendments to the Bylaws, as Special Resolutions.

G.

Special Resolutions shall be announced in the Club's newsletter prior to the meeting at which the resolution shall be brought forward.

H.

Special Resolutions shall be passed by not less than a 2/3 (two thirds) majority of such members entitled to vote and are present in person at the meeting.

I.

A Special General Meeting shall be called by the President upon receipt of a petition signed by 1/3 (one-third) of the members in good standing, setting forth the reasons for calling such a meeting, its date, time and place, which shall be by letter, e-mail or phone number to the last-known address of each member, delivered in the mail eight days prior to the meeting.

J.

The Club will strive for openness and inclusiveness in all of its activities. Attendance at all Club meetings, social functions and other sanctioned activities is open to all members of good standing. Youth members under the age of 12 (twelve), must be accompanied by a responsible adult.

K.

The Club may hold shows and social gatherings upon resolution of the membership passed at any duly constituted regular meeting.

#### 004: Audit

A.

The books, accounts and records of the Club shall be audited once a year by a qualified accountant or by two members of the Club, appointed by the President on the date of taking office.

B.

Audited annual reports shall be presented at the Annual General Meeting.

C.

The books, accounts, and records of the Club may be inspected by any member at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of such books and records.

D.

Each member of the Executive Committee shall have access to the records, books and accounts of the Club at all times.

#### 005: Borrowing Powers

A.

For the purpose of carrying out its objectives, the Club may under the authority of a Special Resolution, borrow money.

#### 006: Seal

A.

The Club may acquire a corporate seal.

B.

The corporate seal shall be affixed to documents or other instruments only upon resolution of the Executive Committee. Any two officers may sign such documents or other instruments.

C.

The Secretary shall have custody of the corporate seal.

#### 007: Awards

A.

The Manitoba Coin Club (MCC) Show Award may be awarded to the Best of Show exhibit at the annual coin show, if a show is indeed held and provided exhibits are competitive and adjudicated. Second and third place may also be awarded as determined by the Exhibit Judging Committee. The Award may consist of a medallion or certificate. It is up to the Show Chair and Exhibit Judging Committee to determine whether any exhibits merit such recognition, depending on a point system developed by RCNA. The Judges' decisions are final. An MCC People's Choice Award consisting of a ribbon only may be given in addition to other awards or on its own, upon the discretion of the Show Chair. All exhibitors shall receive a certificate of participation.

B.

In addition, the Club may from time to time establish other awards as it deems appropriate.

#### 008: Dissolution

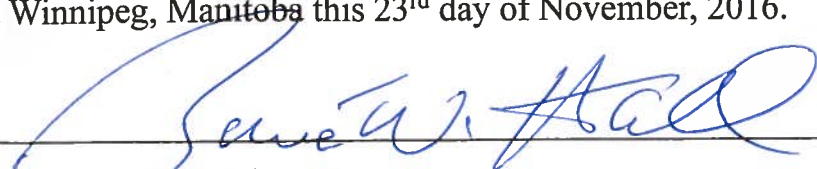
A.

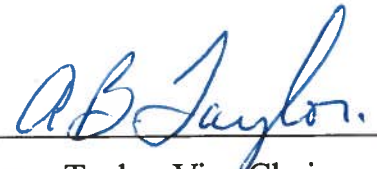
The Club shall comply with The Corporations Act of Manitoba.

B.

In the event that the Club is dissolved, the remaining assets including any and all funds held by the Club, shall be given to an appropriate numismatic organization or organizations as approved by the membership.

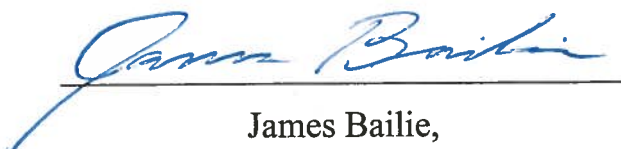
Executed by the members of the Manitoba Coin Club, Incorporated Constitution Committee at Winnipeg, Manitoba this 23<sup>rd</sup> day of November, 2016.

  
Barré W. Hall, Chair

  
A. Bruce Taylor, Vice Chair

  
Henry Smadella, President

  
Howard R. Engel, Secretary

  
James Bailie,  
Royal Canadian Numismatic Association Liaison

Ratified, sanctioned and confirmed by the members of the Manitoba Coin Club, Incorporated this 23<sup>rd</sup> day of November, 2016.

  
Henry Smadella, President

  
Howard R. Engel, Secretary