

**BY-LAWS OF  
THE COLONIAL COIN COLLECTORS CLUB**

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Article I  
(Names and Offices)

The name of this organization shall be known as the Colonial Coin Collectors Club. This name from time to time may be abbreviated as “C4” or the “Club”.

The Club shall maintain a registered office in the State of New Jersey, and a registered agent whose office is identical with the registered office, as required by the New Jersey Not-For-Profit Corporation Law. This registered office shall be Scarinci & Hollenbeck, 500 Plaza Drive, P.O. Box 3189, Secaucus, New Jersey 07096-3189. The address of the registered office may be changed from time to time by the Board of Trustees.

Article II  
(Purpose)

The purpose for which this Club is organized shall be an international association for advancing the study and appreciation of coins, currency, medals, exonomia and related objects pertinent to the colonial and pre-Federal period of what is now the United States of America including related geographical areas of Canada and Mexico; for supporting scholarly research and publications; for sponsoring educational and interpretive programs for diverse audiences; and for providing a forum for fellowship and exchange of information for enthusiasts of the colonial and pre-Federal period.

Article III  
(Members)

Section 3.1 Classes of Members

Members of the Club shall be divided into the following classes:

- (i) Junior Member—shall designate an individual under the age of eighteen (18);
- (ii) Regular Member—shall designate all other individuals, age eighteen (18) and above;
- (iii) Provisional Member. Provisional membership may be the result of one of two reasons:
  - a. Initial Application. An applicant for membership is considered to be provisional until such time as his/her application is accepted in accordance with section 3.2 herein.

- b. Reinstatement following expulsion. Following reinstatement after being expelled from the Club, the reinstated member must undergo a period of provisional membership, as defined in section 3.8.
- (iv) Life Member—shall designate who has been in good standing in the club for at least one (1) year duration and who, upon application to the Board and satisfaction of all qualifications as established from time to time for life membership, is accepted by a two-thirds (2/3) vote of the Board of Directors; and
- (v) Honorary Member—shall designate an individual who has been recognized for his/her achievements, contributions or research relating to the colonial era as it pertains to coins, money or related subjects and is so designated by a two-thirds (2/3) vote of the Board of Directors.

### Section 3.2 Application for Membership

A prospective new member shall apply for membership, either as a Junior Member or Regular Member, by submitting an application form, in writing, along with payment of the then current membership dues to an officer or director of the Club. Upon acceptance of the application form and the payment of said dues, the prospective new member shall receive the status of a Provisional Member. The names of all Provisional Members shall be published in the *C4 Newsletter*. Provided that no existing Regular or Life Member objects, in writing, to the Board of Directors, to the admission of a Provisional Member within thirty (30) days of the date of publication, such Provisional Member shall receive the status of Regular Member or Junior Member, as appropriate. If, however, an existing Regular or Life Member so objects in writing, the Board of Directors shall review such application and, unless a majority of the Board of Directors opposes the Provisional member, such Provisional Member shall receive the status of Regular Member or Junior Member, as appropriate. If a majority of the Board opposes the Provisional Member, the initial payment of dues will be refunded and the Provisional Membership terminated.

### Section 3.3 Renewal of Membership

A Regular Member or a Junior Member may renew his/her membership by paying then current membership dues by the first day of March of the respective calendar year for which dues are outstanding. A Junior Member shall pay dues as and be designated as a Regular Member in the calendar year following his/her eighteenth birthday.

Failure to pay dues by the first day of March of the respective calendar year shall result in an automatic suspension of membership, subject to reinstatement. Reinstatement shall occur upon request of a suspended member by the payment of dues for the then current calendar year. A reinstated member shall not be entitled to any benefits accruing to members in good standing during the period of his/her suspension.

#### Section 3.4 Membership Dues

Membership dues for Regular Members and Life Members shall be as determined from time to time by the Board of Trustees. Yearly membership dues for Junior Members shall be one-half that of Regular Members. Honorary members shall not be required to pay membership dues. A member's dues for his/her initial term of membership shall be payable upon application for membership. Thereafter, annual membership dues shall become due and payable on the first day of March of the calendar year.

#### Section 3.5 Membership Numbers.

Membership numbers will not be assigned in order to promote and maintain a friendly and open atmosphere within the Club.

#### Section 3.6 Suspension and Expulsion of a Member

The Board of Directors, by affirmative vote of two-thirds (2/3) of the entire Board may suspend the membership of any member for cause, including dishonorable conduct, or actions inimical to the best interests of the Club, or such other cause which the Board deems good and sufficient, by setting forth written notice, with reasonable specificity, the reason(s) for the suspension. Such suspension shall not exceed a period of three (3) years.

The Board of Directors, by affirmative vote of two-thirds (2/3) of the entire Board may expel a member for cause, including dishonorable conduct, or actions inimical to the best interests of the Club, or such other cause which the Board deems good and sufficient, by setting forth written notice, with reasonable specificity, the reason(s) for the expulsion.

If written demand is made within twenty (20) days of the receipt of such notice of suspension or expulsion, the member shall be entitled to appeal to the membership at large. The suspension or expulsion of such member shall be determined at the next Annual Meeting by a vote of all members with proxy votes being cast for all non-attending members in proportion to the vote of the Board of Directors for suspension or expulsion. An affirmative vote of two-thirds (2/3) of the membership shall then result in the suspension or expulsion.

#### Section 3.7 Reinstatement of Suspended Member

Any suspended member, following expiration of the period of suspension, may make special application to the Board of Directors for reinstatement, and shall be reinstated upon a majority vote of the Board of Directors. Should the suspended member fail to be reinstated by a vote of the Board, such member may appeal to the membership at large, and the reinstatement of such member shall be determined at the next Annual Meeting by a vote of all members with proxy votes being cast for all non-attending members in proportion to the vote of the Board of Directors for reinstatement. An affirmative vote of a majority of the membership shall then result in the reinstatement of such member.

### Section 3.8 Reinstatement of Expelled Member

After a period of five (5) years, any expelled member may make special application to the Board of Directors for reinstatement as a Provisional Member, and shall be reinstated upon an affirmative vote of two-thirds (2/3) of the entire Board. Should the expelled member fail to be reinstated by a vote of two-thirds (2/3) of the entire Board, such member may appeal to the membership at large, and the reinstatement of such member shall be determined at the next Annual Meeting by a vote of all members with proxy votes being cast for all non-attending members in proportion to the vote of the Board of Directors for reinstatement. expulsion. An affirmative vote of two-thirds (2/3) of the membership shall then result in the provisional reinstatement of such member. Provisional membership by reason of this section shall automatically, and without prejudice, convert to a Regular Membership status after a period of two (2) years. A member expelled for a second time under section 3.6 shall not be eligible for reinstatement as a provisional member.

## Article IV (Meetings of the Members)

### Section 4.1 Annual Meeting

The official Annual Meeting shall be held during and in conjunction with the annual convention of the Club in fourth quarter of each calendar year at such hour and place as the Board of Trustees shall determine. Notice of the date, time and place of every annual meeting of the Club shall be published in the C4 Newsletter at least thirty (30) days before the date of such meeting, including a notice of any material issue(s) to be addressed at the meeting – materiality to be determined solely by the President.

### Section 4.2 Unofficial Meetings

A meeting may be organized by the Board of Trustees to be held in conjunction with the annual ANA World of Money convention at such hour and place as the President shall determine.

### Section 4.3 Regional Meetings

Regional meetings or gatherings may be held by the Regional VP at any time and at any convenient location within the Region.

### Section 4.4 Special Meetings of the Members

A special meeting of the Club may be called by any three (3) members of the Board or on written request of the President or whenever fifty (50) voting members of the Club, in good standing, shall make a written request to the President for the same, specifying the object of the meeting. Members of the Club shall be notified of any special meeting of the Club by advance notice in writing which shall be sent by mail at least fifteen (15) days before the time set for the meeting. The notice of the special meeting of the Club shall include an agenda of the matters to be considered. The notices may be sent to the addresses as shown

on the records of the Club.

#### Section 4.4 Voting

At all annual and special meetings of the Club, all questions shall be determined by a majority of votes cast by the members present in person or by proxy, except as otherwise required by statute or these by-laws. Every member in good standing shall have the right to vote at any annual or special meeting of the Club in person or by proxy, and shall have one vote for each question presented for vote. Cumulative voting shall not be allowed. A proxy shall be in writing and shall be signed by the member; however, an emailed proxy from a member's email account shall constitute a signed proxy. No member is required to provide a proxy.

#### Section 4.5 Minutes

Minutes of each Annual Meeting shall be published in the next available issue of the C4 Newsletter. Minutes from any special meeting, regional meetings and unofficial gatherings shall be published, only if submitted.

### Article V (Officers)

#### Section 5.1 Elected Officers

The elected officers of this Club shall be comprised of a President, a Vice-President, a Secretary, a Treasurer and nine (9) Regional Vice-Presidents. The Board can, at its discretion and with a majority vote, add or delete the number of Regional Vice-Presidents to best suit the ever changing needs of the Club.

#### Section 5.2 Duties of Officers

- (1) President. The President of the Board shall have the following responsibilities, duties and powers:
  - (a) The President of the Board shall preside over the Annual Meeting of the Club and at all meetings of the Board.
  - (b) The President shall enforce all laws and regulations of the Club.
  - (c) Subject only to the authority of the Board, the President shall have general charge and supervision over, and responsibility for, the business and affairs of the Club. The President shall perform such other duties as shall be imposed upon him or her by resolution of the Board.
  - (d) The President may vote on any motion brought before the Board.

In the event that there is a tie vote including the vote of the President, the President's vote shall decide the issue.

(e) The President shall have the power, at the direction of the Board, to enter into and execute, in the name of the Club, all contracts or other instruments.

(f) The President shall have the power, at the direction of the Board, to disperse and deposit funds and otherwise bind the Club in all legal matters.

(g) The President shall have the general powers and duties of management usually vested in the office of president of a corporation.

(h) The President shall occupy, after his/her term as President expires, the position of Immediate Past President until his successor President leaves office.

(i) The President shall be responsible for conducting the biannual elections to the Board of Trustees; however, the President may delegate this task to the Secretary or the Treasurer.

(i) The President shall perform other duties specifically proscribed in these by-laws.

- (2) Vice President. The Vice President shall, in the absence of the President or the inability of the President to act, perform the duties of the office of President and shall have such authority and perform such other duties as the Board of Trustees and/or the President shall prescribe or assign from time to time.
- (3) Secretary. The Secretary shall be responsible for maintaining the books and records of the organization. The Secretary shall keep the minutes of the annual meeting. The Secretary shall prepare the minutes for publication in the C4 Newsletter. The Secretary shall conduct the official correspondence of the Club. He/she shall also be responsible for sending out all notices to members when required by these by-laws. The Secretary shall keep the records, books, documents and papers relating to the Club in such place as shall be designated by the Board. The Secretary shall perform such other duties as may be assigned to him or her by direction of the Board.
- (4) Treasurer. The Treasurer shall keep account of all moneys received by him/her and deposit same in the name of the Club in such depository as shall be designated by the Board. The Treasurer shall not pay out or disburse any of the money of the Club except in such manner and for such purposes as

shall be directed by the President. The Treasurer shall serve as Membership Chairman in the receipt of, and billing for, dues. At each annual meeting of the Board, the Treasurer shall make a statement of the financial condition of the Club and shall submit a detailed report of the financial condition of the Club for the preceding fiscal year.

- (5) Regional Vice-Presidents. The regional Vice-Presidents shall coordinate the efforts of the Club in their appointed region. Each Vice-President shall report to the President and to the membership on the happenings in that region. Each Vice-President shall act as the ambassador of the Club in his/her area.

### Section 5.3 Term of Office

All terms of office shall be for a period of two (2) years. Each officer elected shall hold office until his or her successor shall be duly elected and installed.

### Section 5.4 Immediate Past President

The Immediate Past President shall serve in the capacity of “Advisor to the Board” for the newly elected officers.

### Section 5.5 Eligibility to Hold Office

Any Regular or Life Member in good standing shall be eligible to be an officer. No individual shall simultaneously hold more than one (1) elected office.

### Section 5.6 Indemnification of the Board

The Club shall indemnify any officer for actions taken on behalf of the Club and in accordance with his/her job description, provided, however, such actions were not the result of malfeasance.

## Article VI (Elections)

### Section 6.1 Election

The election of officers shall be held during the first week of October of every even numbered calendar year. Installation of the elected officers shall occur at the Annual Meeting.

### Section 6.2 Potential Candidates

Potential candidates who wish to be elected as an officer of the Club may submit a written request, at least ninety (90) days prior to the scheduled election date, that their name be added to the official ballot.

Any member in good standing may nominate another such member for any officer position by submitting such nomination to the Secretary. The Secretary shall query the nominee as to his/her willingness to accept the nomination, and if accepted, that nominee shall be added to the ballot.

### Section 6.3 Names of Candidates

The names of all candidates and the official ballot form shall be mailed to all members, along with the closing date for receiving completed official ballot forms. Notice listing the names of all candidates shall be mailed to all members no later than sixty (60) days prior to the scheduled election.

### Section 6.4 Eligibility to Vote

Any Regular or Life Member in good standing shall be eligible to vote in the election of officers and shall have one (1) vote for each officership position to be filled.

### Section 6.5 Voting by Mail.

Voting shall be by mail. All votes cast shall be sent to the Secretary of the Club, at an address to be provided on the ballot.

### Section 6.6 Unopposed Election

If any candidate for office is unopposed in an election and no mail votes are received for such candidate, the Club Secretary shall cast a vote for such candidate and he/she shall be deemed elected by the membership of the Club.

### Section 6.7 Inspectors.

The ballots received and all questions touching upon the qualifications of voters shall be determined by disinterested inspector(s) appointed by the President, who shall require prospective inspector(s) to certify to him/her their disinterested status. The inspector(s) shall count and tabulate the results of the election. Such inspector(s) shall not be candidates for any contested office.

### Section 6.8 Results.

The inspectors shall file, in writing with the Secretary of the Club the results of the election. Results of the election shall be published in the *C4 Newsletter* after the election.

## Article VII (Board of Trustees)

### Section 7.1 Management.

The affairs of the Club shall be managed by the Board of Trustees. The Board of Trustees shall provide advice and consent for all actions of the President.

#### Section 7.2 Constitution of the Board of Trustees

The Board shall consist of all elected officers and the immediate past president of the Club. At their discretion, the Board of Trustees may designate additional non-voting members of the Board, provided that any such non-voting member must be a Member in good standing. Any such non-voting member of the Board may participate in all Board activities. Notice of any such designation of non-voting members shall be provided by the President to the Secretary for inclusion in the records of the Club.

#### Section 7.3 Qualifications

Any member in good standing shall be eligible to be a trustee. Members of the Board do not need to be residents of the state of incorporation.

### Article VIII (Meetings of the Board)

#### Section 8.1 Annual Meeting

The official Annual Meeting of the Board of Trustees shall be held during and in conjunction with the annual convention of the Club in fourth quarter of each calendar year at such hour and place as the Board of Trustees shall determine.

#### Section 8.2 Quorum

A majority of the Board, excluding non-voting members, shall constitute a quorum at any meeting. A quorum must be present in order to conduct business. However, a majority of those present may adjourn the meeting from time to time without further notice.

#### Section 8.3 Voting by the Board

At all meetings of the Board at which a quorum is present, all questions shall be determined by a majority of votes cast by the Trustees present in person or by proxy, except as otherwise required by statute or these by-laws. A proxy shall be in writing and shall be signed by the Trustee; however, a proxy emailed by a Trustee to the Board shall be considered signed..

#### Section 8.4 Action Without a Meeting

The Board may act without a meeting if, prior or subsequent to such action, each member of the Board shall consent in writing to such action. Such written consent or consents shall

be filed in the Clubs minute book. An electronically sent communication may be considered written consent.

#### Section 8.5 Electronic Participation in Board Meetings

A member may participate in Board meetings electronically (e.g., video-teleconferencing, telephonic, internet) provided such electronic means are available.

### Article IX (Removal and Resignation of Officers)

#### Section 9.1 Removal

Officers of the Club may be removed at any time, if it is determined that the best interests of the Club would be served thereby. Officers elected by the membership may not be removed except by a majority vote of the membership. However, the authority of any officer to act as an officer may be suspended by the Board for cause. The removal of an officer shall be without prejudice to his or her contract rights, if, any. Election of an officer shall not of itself create contract rights.

#### Section 9.2 Presidential Vacancy

Should the President be unable to perform his or her duties for whatever reason, the Vice-President shall fill the vacancy until the next election of officers.

#### Section 9.3 Vacancy in Office other than President

Should any elected officer, other than the President, be unable to complete his or her term of office, whether by reason of death, resignation or removal, a replacement shall be appointed by the President, with the two-thirds (2/3) consent of the remaining Board. The member appointed to the vacant Board position shall hold office for the remainder of the term of the office vacated and until his successor is elected.

### Article X (Amendment and Effect of By-Laws)

#### Section 10.1 Effect of By-Laws

These by-laws are subject to the provisions of the New Jersey Business Corporation Act and the Corporations Certificate of Incorporation, as it may be amended from time to time. If any provision in these by-laws is inconsistent with a provision in that Act or the Certificate of Incorporation, the provision of that Act or the Certificate of Incorporation shall govern.

#### Section 10.2. Amendments

Amendments to the by-laws may be made only at the annual meeting, by a two-thirds

(2/3) vote of all members voting, provided that written notice of the proposed amendments shall have been submitted to the Board of Trustees, approved by a majority vote of the whole Board, and been published in the C4 Newsletter at least 30 days prior to the Annual Meeting.

## Article XI (Miscellaneous Provisions)

### Section 11.1 Committees

For the better execution of their powers and duties, the Board may, by resolution of a majority of the Board, authorize or empower the President to authorize the appointment from their own number, or from the members of the Club, such committees as occasion may require and the Board or the President may deem necessary, and the Board or the President shall define the duties thereof and same shall be published as part of the Club's minutes in the next available C4 Newsletter. Each such committee shall submit a report of its activities to the Board prior to the Annual Meeting. All committees shall function in accordance with the rules and procedures established by the Board. All committees may exercise such authority of the Board as may from time to time be delegated to them except for the following:

- (1) The determination of policy questions;
- (2) The making, altering, or repeal of any by-laws;
- (3) The election or appointment of any Trustee or removal of any officer or Trustee;
- (4) The submission to members of any action requiring approval of members;
- (5) The amendment or repeal of any resolution previously adopted by the Board of Trustees.

### Section 11.2 Publication of Newsletter

The Club shall publish a newsletter on a quarterly basis. The Editor of the *C4 Newsletter* shall be a volunteer, but must be a member in good standing. Copies of the C4 Newsletter will be provided to every member in good standing.

### Section 11.3 Library

The Club shall establish and maintain a Library for exclusive use of members in good standing and others by Board authorization. The Librarian shall be a volunteer, but must be a member in good standing.

### Section 11.4 Waiver of Notice

Any notice required by these by-laws, by the Certificate of Incorporation, or by the New Jersey Business Corporation Act may be waived in writing by any person entitled to notice. The waiver or waivers may be executed either before or after the event with

respect to which notice is waived. Each officer or member of the Club attending a meeting without protesting, prior to its conclusion, the lack of proper notice shall be deemed conclusively to have waived notice of the meeting.

#### Section 11.3 Fiscal Year

The fiscal year of the corporation shall begin on the 1st day of January of each year and end at midnight on the 31<sup>st</sup> day of December following.

#### Section 11.4 Seal

The seal of the Corporation shall be in the form affixed immediately below.