

By-laws of Florida United Numismatists, Inc.

ARTICLE I
NAME

The name of this organization shall be Florida United Numismatists, Inc., hereafter mentioned as "F.U.N." or "FUN".

ARTICLE II
PRINCIPAL OFFICE

The principal office of F.U.N. shall be within the state of Florida. The principle office shall be the repository of all records, files, papers and documents pertaining to the business of F.U.N. F.U.N. may have such other and additional offices in the state of Florida or elsewhere as its Board of Directors may from time to time designate. F.U.N. shall have a registered agent whose address is located in the state of Florida in accordance with the requirements of the Florida Nonprofit Corporation Code. The registered office may be, but need not be, identical with the principal office of F.U.N. and the address of the registered agent may change from time to time as designated by the Board of Directors.

ARTICLE III
PURPOSE AND POWERS

Section 1: Charter.

F.U.N. is a not-for-profit organization organized exclusively for charitable, educational and cultural purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code.

Section 2: Objectives.

The objective of F.U.N. shall be to advance the knowledge of numismatics along educational, historical and scientific lines in all its various branches; to assist in bringing about better cooperation between all persons interested in coinage, tokens, medals and paper currency, circulation, classification, collection, sales, exhibition, use and preservation of all coins, bills, tokens and medals; to acquire and disseminate trustworthy information bearing upon these topics; to promote numismatics through exhibition, advertisement and conducting of periodic meetings open to collectors and the general public. Promote a greater popular interest in the science of numismatics and for the particular purpose of bringing the numismatists of Florida, the United States of America and those of foreign countries into closer relations with one another and promoting friendly feelings for one another through social relations, the interchange of ideas and discussions of mutual interests; to acquire, own, hold and dispose of such personal property and own real estate for its own use, as may be necessary to properly carry into effect the purposes herein set forth; and to perform all such other acts and things as may be necessary to fully carry out the said purposes, but such purposes do not include operations for pecuniary profit.

Section 3: Patronage.

F.U.N. shall encourage a wider interest in, and patronage of, numismatics and numismatic culture and to foster greater understanding and appreciation of numismatics and numismatic culture.

Section 4: Promotion.

F.U.N. shall design, promote, and encourage creative and educational activities for numismatists of all areas of interest and all levels of experience; and unite persons interested in numismatics and in numismatic literature in the study, improvement, and advancement of numismatics and numismatic culture.

Section 5: Assistance.

Assistance can be given by F.U.N. through seminars, correspondence (via electronic and paper means) and telephone contact, dissemination of ideas through a newsletter/magazine, matching grants, donations and by providing a forum for the discussion of matters of common interest by and between members and other organizations at conventions, gatherings, and otherwise.

Section 6: Cooperation.

F.U.N. shall cooperate with local, regional and national organizations with similar purposes.

Section 7: Purposes.

In furtherance of the purposes described herein, but not in limitation thereof, F.U.N. shall have the power to accept grants, gifts, and donations; to collect and disseminate statistics and other information; to conduct research, to engage in various fund raising activities; to conduct promotional activities, including advertising and publicity in or by any suitable manner or media; and to hold such property as is necessary to accomplish its purposes as is set forth in the articles of incorporation these by-laws, and by the virtue of the provisions of the Florida Nonprofit Corporation Code.

Section 8: Fiscal Year.

The fiscal year of F.U.N. shall be July 1 through June 30.

ARTICLE IV MEMBERSHIP AND DUES

Section 1: Membership.

Any individual may become a member of the Florida United Numismatists, Inc., upon payment of annual dues as set by the F.U.N. Board of Directors from time to time.

Section 2: Member Categories.

The board of Directors may establish categories of memberships with differing dues, responsibilities, and benefits. A listing of current categories of membership may from time to time be amended and shall be provided as an appendix to these bylaws.

Section 3: Granting of Membership.

Applications to become a member shall be made in writing on forms prescribed by the Board of Directors. Such applications, with dues, shall be sent to the secretary or assistant to the secretary for acceptance.

Section 4: Dues.

Dues are payable not later than January 1 of each year. No member in arrears as of May 1 may vote in a general election. All dues shall be determined by a majority vote of the Board of Directors. Life members shall pay a one-time fee and be exempt from further dues. Those who have been given an Honorary or Honorary Life membership by the board of directors shall pay no dues.

Section 5: Membership Year.

The membership year shall run from January 1 to December 31. Dues shall not be pro-rated unless approved by the Board of Directors.

Section 6: Transfer of Membership.

Membership shall not be transferred or assigned to another person.

Section 7: Suspension and/or Terminations for Non-payment of Dues.

Any member delinquent in payment of dues for more than ninety days shall be notified of the delinquency by the Secretary or assistant to the secretary, and after 120 days of delinquency, membership shall be suspended. After delinquency of 6 months, membership shall be terminated.

Section 8: Suspension and Expulsions for Cause.

Suspension or expulsion shall mean that the name of the individual shall be dropped from the membership rolls, removed from the mailing list and the individual deprived of any further membership privileges.

Section 9: Resignation.

No member shall be permitted to resign from F.U.N. in any manner whatsoever while indebted to F.U.N. or under suspension.

See appendix 1 - Classes of Membership and Qualifications

Section 10: Reinstatement.

a. Any member suspended for non-payment of dues, or any individual who has resigned, may be reinstated upon payment of the current year's dues if their dues have not lapsed for more than two (2) years. If their dues have lapsed more than two (2) years, then the individual must apply as a new member.

b. Any individual, who resigns his/her membership from F.U.N. for any reason whatsoever, shall be eligible for reinstatement upon application and acceptance for membership in the same manner as any other individual.

ARTICLE V OFFICERS AND DIRECTORS

Section 1: Board of Directors.

The direction of Florida United Numismatists, Inc. shall be vested in a Board of Directors. Members of the Board of Directors shall serve without compensation but may be reimbursed for actual expenses incurred in the performance of their duties. No Board member shall accept any gratuity other than a nominal gift.

Section 2: Board Membership.

- a. The Board of Directors shall consist of a President, Vice President, Secretary, and Treasurer, who shall be elected for terms of two years. Twelve (12) directors shall be elected at large by the general membership. The Immediate Past President shall also serve on the board. The Officers of F.U.N. may, if determined by the Board of Directors expand to include an Assistant to the Secretary.
- b. All Directors shall be members in good standing and legal residents of the State of Florida. The term of an Officer or Director shall not be affected by the fact that after elections to office, such Officer or Director shall cease to be a legal resident of the State of Florida.
- c. Any Director wishing to run for an Officers position shall have been a member of the Board of Directors for at least one full year immediately prior to the term of office to be eligible for that office.
- d. The term of office of the Board of Directors shall be two years and thereafter until their successors have been duly elected and installed. One-half of the Board of Directors shall be elected each year.
- e. No immediate family member of an Officer or board member of F.U.N. shall be allowed to run for any Officer or board member position. If an immediate family member is an Officer or board member of F.U.N. this shall not restrict him/her from being appointed to a committee. For these purposes, an immediate family member shall be deemed to consist of any two of the following related persons: husband, wife, father, mother, son, daughter, or brother and sister. [This by-law was revised in 2017 and "grandfathered" in current board members who are immediate family members.]

Section 3: President.

The President shall be the principal executive officer and shall be responsible to the Board of Directors for the general supervision of the business of F.U.N. The President shall preside at all meetings of the Board of Directors and at all meetings of the membership of F.U.N. The President shall prepare the meeting agenda with the assistance of the Vice President and Secretary. He or she shall perform other duties and have such other authority as the Board of Directors may from time to time delegate.

Section 4: Vice-President.

The Vice President shall, in the absence, resignation, or incapacity of the President, perform the duties and have the authority to exercise the powers of the President. He or she shall perform other duties and have other authority as the President or the Board of Directors may from time to time delegate.

Section 5: Secretary.

The Secretary or Assistant to the Secretary is the registered agent and recording officer of the Florida United Numismatists, Inc. and the custodian of its records. Duties shall include: recording minutes of Board of Directors meetings; keeping a file of all reports; maintaining up-to-date membership lists and conducting correspondence. The Secretary shall perform other duties and have other authority as the President or the Board of Directors from time to time delegate.

Section 5a: Assistant to the Secretary.

If appointed by the Board of Directors, this position shall report directly to the Secretary for duties to be assigned. The Assistant Secretary shall perform other duties and have other authority as the President or the Board of Directors may from time to time delegate.

Section 6: Treasurer.

The Treasurer is the financial Officer of the Florida United Numismatists Inc. and shall have duties that include the following: collect dues and receive funds directed to the corporation; deposit general account funds; pay all bills as directed by the President and the Board of Directors and prepare budgets and financial reports. He or she shall perform other duties and have such other authority as the President or the Board of Directors may from time to time delegate.

Section 7: Parliamentarian.

The Board of Directors may appoint a parliamentarian to assist in meetings and other functions.

Section 8: Compensation.

No Officer or Director of F.U.N. shall receive directly or indirectly, any salary or compensation for his or her position. Exception: See Section 1 – Board of Directors

Section 9: Prohibitions.

No Officer, Director, or Committee Member shall incur any expense on behalf of F.U.N. except normal budgeted operating expenses in the name of, or on the behalf of, the Corporation, without approval of the Board of Directors. A Board member may not vote at a Board of Directors meeting on any matter in which he or she has a vested or financial interest.

Section 10: Vacancy.

In the event of a resignation or incapacity (but not removal for cause) of any Officer except the President, the President may appoint an Officer or Board member to serve the unexpired term with the approval of the Board of Directors. In the absence, resignation from office, incapacitation or death of the President, the Vice President shall assume the duties of the President. If the Vice President does not assume office, the successor shall be the senior elected Officer with the most consecutive, current service to F.U.N., or if there are multiples of that, then most senior including prior service, and that lacking, then the Secretary, then the Treasurer, and then as determined by the Board of Directors. In the event of a catastrophic event that precludes orderly succession, the Board of Directors shall determine a successor President who shall then select the remainder of the Board of Directors as needed to fill vacancies.

Section 11: Removal From Office.

Any Officer or Director may be removed from office upon a showing of willful disregard of the Articles of Incorporation, the F.U.N. Code of Ethics, By-laws, or upon conviction of a felony, or of activities, which brings disrespect to the Corporation, at any time by two-thirds affirmative vote of the Board of Directors.

ARTICLE VI

ELECTION OF OFFICERS AND DIRECTORS

Section 1: Voting.

All Officers and Board members shall be elected by a majority of voters during the election process as outlined by organizational policy. Members may vote using only the process outlined and authorized by the Board of Directors. Mail in ballots shall be the only means of voting. Each regular or life member in good standing shall have one vote, with the exceptions stated in Article VI, Section 1, c.

1. The President, during the period between May 1 and June 30 of each year, either by the official F.U.N. magazine or by written notice to members, shall issue a call for nominations of Officers and Directors. Nominations shall be submitted to the Secretary on an official form provided for that purpose in the F.U.N. official magazine. In years when the secretary's position is open for election, the President shall appoint, with board approval, an individual who will not appear on the ballot to handle the secretary's duties. If the secretary's position has only one nominee, the election duties may be returned to the current secretary after the August 1 deadline for nominations has passed. A nominee must be at least 18 years of age, a regular or life member in good standing for at least one year, a legal resident of the State of Florida and must receive a nomination from a F.U.N. member club or must be nominated by at least five individual members in good standing. A valid club nomination must be signed by two officers of a F.U.N. member club, and the two officers must be members of FUN in good standing for at least one year.
2.
 - a. A nominee's name, as well as signatures and membership numbers of the five individuals making the nomination shall be on the official form to constitute a valid nomination.

2 See Article X, Section 3, Convention Coordinator

3 See Article X, Section 3, Convention Coordinator

- b. The Secretary or appointed person will notify the nominees of their nominations by August 31. Each nominee must mail to the Secretary or appointed person his/her acceptance of the nomination within thirty (30) days of receiving written notification. All persons accepting nominations shall have their names placed on the ballot. If there are not at least two nominees for any Office to be filled at the next election, the Board of Directors may place in nomination a qualified nominee, subject to that person's acceptance. At the time a Director accepts the nomination to run for higher office, he/she must tender his/her resignation from the Board of Directors, effective at the next Annual Meeting.
- c. An official ballot shall be printed, showing the offices to be filled and the nominees to each office. Official ballots shall be mailed to the last known address of each regular and life member in good standing, at least forty-five days prior to the date of the annual meeting, together with a return envelope, addressed to an independent tabulator selected by the Board of Directors to receive, tabulate and report the results of the total marked ballots so received. If a regular or life member whose dues are current has a bad address on file for more than two years, no ballot will be mailed to him/her. Members who live outside the U.S. will receive a ballot only if they are currently receiving *FUN Topics* magazine. Marked ballots must be returned not later than twenty (20) days prior to the date of the annual meeting. The independent tabulator selected to perform this duty shall tabulate the results of the balloting in a format determined by the Board of Directors, place the results in a sealed envelope, and deliver it to the Secretary of the Corporation. The Secretary shall open this sealed envelope at the annual membership meeting and the results read at the meeting. The candidates receiving the largest number of votes for respective offices shall be declared duly elected. The ballots and tabulations shall be available for inspection by any member of F.U.N. at the annual meeting. As to those positions of Officer or Board Member in which there are not at least two (2) nominees and the Board of Directors does not name a nominee, that position shall be deemed automatically filled by the one (1) individual who has accepted the nomination, and no vote shall be required by the general membership.

Section 2: Nomination Statement.

Prior to the election, candidates nominated for office may present a "nomination statement" to the general membership. This presentation shall appear in F.U.N. Topics magazine.

Section 3: Starting Date.

Officers and Directors shall take office at the annual January General Membership meeting.

Section 4: Terms.

Elected Officers and Directors shall serve for a term of two years. There is no term limitation for any elected position other than President. The President shall not serve for more than two consecutive terms.

ARTICLE VII COMMITTEES

The President shall appoint such standing and special committees as deemed necessary and useful to carry out the purposes of F.U.N.

ARTICLE VIII BOARD MEETINGS

Section 1: Meetings of the Board of Directors.

A regular meeting of the Board of Directors shall be held immediately prior to or following the annual meeting of the general membership and at such times as the Board of Directors may determine. The President may call meetings of the Board of Directors at any time. In addition, the President, upon the written request by at least three Directors, shall call special meetings.

Section 2: Notice of Board Meetings.

Notice of meetings, other than the regular annual meeting, shall be given to each Director in person, or by electronic mail (email) or by mailing such notice to him/her at his/her last known address, at least fourteen (14) days prior to the date designated therein for such meeting, including the day of mailing of the written or printed notice. Such notice shall specify the time and place of such meeting, and proposed agenda for the meeting. Notice of meetings may also be given, in certain instances, by email to a Board member's email address or by leaving a message on an answering device at the member's place of work or residence. This type of notification should only be used as a reminder or in case of an emergency meeting.

Section 3: Attendance.

It is expected that each member of the Board of Directors attend every board meeting and convention. Any director who misses two (2) meetings within one calendar year without the approval of the Board of Directors may be removed from office by a two-thirds vote of the Board of Directors. Said approval may be given only in cases of serious illness, death in the immediate family, or other reasons meeting the Board of Directors' approval.

Section 4: Quorum.

At any meeting of the Board of Directors, a majority of the Officers and Directors shall constitute a quorum for the purpose of transacting business. In the event of the lack of a quorum, a lesser number may recess the meeting to some future time, with written notice to the absent Directors.

Section 5: Voting.

At all meetings of the Board of Directors, each Director and Officer, except the President, shall have one vote. The President's vote will only be used as a tiebreaker.

Section 6: Voting for Action.

Any action required or permitted at a meeting of the Board of Directors shall be made by a majority vote of the attending quorum. Any action required to be taken in electronic format shall be accomplished by a majority Board vote. Any vote of the Board of Directors shall be considered an act of the Board and duly noted by the Secretary. As a means of checking the vote, the secretary shall be required to print a copy of the individual votes of the board when not a unanimous vote.

Section 7: Conduct of Meeting.

Meetings of the Board of Directors shall be conducted according to current Robert's Rules of Order, excepting as herein provided in these By-Laws.

Section 8: Accounting Reports.

The Board of Directors may employ a certified public accountant, who may also provide the services incident to the election process as stated in Article VI, Section 1, who shall review or audit the financial records of the Corporation and provide a report of such review to each Director, together with any recommendations, prior to the annual meeting.

ARTICLE IX

GENERAL MEMBERSHIP MEETINGS

Section 1: Annual Membership Meeting.

An annual membership meeting of the Florida United Numismatists, Inc. shall be held during the annual convention. The annual meeting of the membership shall be held at such time and place as may be designated annually by the Board of Directors. The Secretary shall mail a written notice thereof, or publish it in the official magazine, addressed to members at their last known address as it appears on the membership list of the Corporation. This notice shall be mailed or published at least fourteen (14) days prior to the date of the annual meeting.

Section 2: Sponsorship.

F.U.N. may sponsor meetings and/or workshops in any area of the State of Florida.

Section 3: Quorum.

A majority of the Directors present at a duly published meeting shall constitute a quorum.

Section 4: Parliamentary Authority.

The rules contained herein shall govern Florida United Numismatists, Inc. in all cases to which they are applicable. F.U.N. shall use the current edition of the Roberts Rules of Order for guidance in the conduct of its formal meetings.

Section 5: Special Meetings.

Special meetings of the members may be called at any time by a majority of the Board of Directors. Notice of such meetings, stating the purpose for which it is called, shall be mailed not less than fourteen (14) days before the date set for such meeting. Such notice shall be directed to members at their last known address as they appear on the membership list of the Corporation.

Section 6: Voting.

Only regular and life members in good standing shall be entitled to vote on all matters coming before the meeting. Each vote must be cast in person. Proxies are not permitted.

ARTICLE X COMMITTEE, APPOINTMENTS and EMPLOYEES

Section 1: Committees.

The Board of Directors shall authorize and define the powers and duties of all committees. The President shall appoint all committee members, subject to the confirmation of the Board of Directors.

Section 2: Appointments.

The President may, as soon as he or she is installed, with the approval of the Board of Directors, appoint a Historian, Sergeant-at-Arms, Parliamentarian and others as may be necessary. The President also may appoint or hire, with the approval of the Board of Directors, a Convention Coordinator.

Section 3: Convention Coordinator

a. The Convention Coordinator shall be appointed by the President subject to the approval of the Board of Directors unless currently under contract to FUN. The salary for the Convention Coordinator shall be set by the board from time to time by resolution. The Convention Coordinator shall be bonded. Contracts for the convention center where the convention(s) will be held, including decorating, security and the official auction companies, shall be made by the Convention Coordinator with approval of the board of directors. Such approval shall not be unreasonably withheld. The Convention Coordinator, as an Agent of F.U.N. (see Article XI, Contracts, Checks and Deposits, Section 1: Contracts) shall be authorized to enter into other contracts which are necessary to operate a successful convention. These contracts include but are not limited to: hotel(s), shuttle bus(es), audio-visual, insurance, advertising and food and beverage contracts.

b. The Convention Coordinator shall be authorized to collect funds in the name of the Corporation and shall deposit those funds into the F.U.N. Account. Any deposits or payouts will be in accordance with Article XI, Contracts, Checks and Deposits, Section 2: Checks, Drafts, etc. and Article XIV, Financial Transactions.

c. In the event an outside source is needed for this position, an independent contractor shall be hired to perform the duties and functions of the Convention Coordinator.

Section 4: FUN Topics Editor.

The editor of FUN Topics shall be an independent contractor hired by the board and shall perform such duties and be paid such sums as the Board of Directors shall determine from time to time.

ARTICLE XI CONTRACTS, CHECKS AND DEPOSITS

Section 1: Contracts.

The Florida United Numismatists, Inc. Board of Directors, on a majority vote, may authorize any Officer or Agent of F.U.N. to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, F.U.N., and such authority may be general or confined to specific instances.

Section 2: Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of F.U.N., shall be signed by such Officer or Agent of F.U.N. and in such a manner as shall be determined by the resolution of F.U.N.'s Board of Directors. Any payout of Ten Thousand Dollars (\$10,000.00) or more shall require signatures of two individuals whose name and signatures are on file with F.U.N.'s banking institutions.

Section 3: Deposits.

All funds of the Florida United Numismatists, Inc., shall be deposited in insured accounts to the credit of F.U.N. in banks, trust companies, and other depositories as the Board of Directors selects and approves.

ARTICLE XII FISCAL LIMITATIONS

Any intended action affecting the assets or reserves of the Corporation must be in accordance with the provisions of the Articles of Incorporation, and must be approved by a two-thirds vote of the Board of Directors.

ARTICLE XIII NOTICE AND WAIVER

Section 1: Notice.

Whenever these bylaws require notice to be given to any Board member, the notice shall be given as prescribed by Board of Director policy.

Section 2: Waiver.

Whenever any notice is required to be given to any Board member, a waiver thereof (via mail or electronic means) signed by the Board member entitled to such notice, whether before or after the meeting to which the waiver pertains, shall be deemed equivalent thereto.

ARTICLE XIV FINANCIAL TRANSACTIONS

All checks, drafts, warrants, and orders for the payment or transfer of money by the Corporation shall be made in the name of the Corporation and shall be signed by the Treasurer or by such persons as the Board of Directors may from time to time designate and so authorize. Copies of the signature cards made to financial institutions shall be filed with the Secretary and be subject to the inspection of the Board of Directors.

ARTICLE XV RESIGNATION/EXPULSION (for other than non-payment of dues)

Section 1: Charges of Prejudicial Conduct.

- (a) No charge of prejudicial conduct to the welfare of FUN shall be made, except in writing.
- (b) Written charges may be preferred by any member of FUN, or by any member of the Board of FUN. The board may consider written charges of a non-member of FUN at the sole discretion of the President who shall state and publish the reason therefore. In no event shall an anonymous letter, e-mail or correspondence be the basis for a disciplinary proceeding.
- (c) Charges shall state, with specificity, the particulars upon which they are based.
- (d) Charges shall be filed with the President or the Board of FUN who shall thereupon furnish the member accused of prejudicial conduct with a written copy thereof.
- (e) Where the Board of FUN makes such charges, the particulars shall be sent to the accused member.

Section 2: Written Defense of Charges.

Any member accused of conduct prejudicial to the welfare of FUN or any other claim permitted to be claimed under these bylaws shall be afforded a reasonable opportunity to enter a written defense of such charges.

Section 3: Referral to Board.

The accusation, and response, if any, shall then be referred to the Board of Directors, which shall determine the case under Rules and Regulations that it may, from time to time adopt, either by appointment of an executive committee or by the board acting as a committee of the whole. The Board of Directors, the executive committee if so appointed may in its discretion, seek oral testimony, witness to the transactions and, in general, shall not be bound by traditional rules of evidence or judicial procedure, but rather shall attempt to find the facts of each case.

Section 4: Actions by Board.

The Board of Directors may dismiss such charges, or it may censure, suspend, or expel the accused individual. It may cause the results of its action to be published and general notices sent to the members, and elsewhere. Until the final decision of the Board of Directors, the accused individual shall continue in good standing.

Section 5: Temporary Suspension Authorized.

(a) The arrest, or indictment, or any individual charged with the violation of any Federal or State Statute pertaining to coins, or coinage, or the arrest or indictment of a member charged with the commission of a felony of any nature, shall thereby authorize the President to temporarily suspend the member, pending the determination of such arrest or indictment. Such temporary suspension shall be upon notice to the individual who shall be entitled to request, in writing, that the entire Board of Directors reconsider such temporary suspension. The decision of the Board as to such temporary suspension shall, in all instances, be final.

(b) In the event of dismissal of such indictment, or discharge from arrest, the temporary suspension shall be automatically terminated.

(c) In the event that an individual is convicted of any violation of any Federal or State Statute involving coins or coinage, paper money or other numismatic items, or of any felony of any nature, then a copy of the conviction shall constitute a written charge, as described above, and the Board of Directors shall proceed in the manner set forth in these bylaws.

Section 6: Specific Prejudicial Conduct.

(1) Without limiting the Board of Directors which may, from time to time, find other conduct to be prejudicial to the welfare of FUN, the following conduct is specifically declared to be conduct prejudicial to the welfare of FUN:

- a) Any willful violation of, or the refusal to comply with, a Code of Ethics now or hereafter adopted, or as the code may from time to time be amended.
- b) Any willful violation of, or the refusal to comply with any method of alternative dispute resolution as may presently exist under these bylaws or as may hereafter be adopted by the Board.
- c) Any willful violation of, or refusal to comply with, provisions concerning pseudo, fantasy or spurious coins as set forth in these bylaws, or as they might subsequently be set forth or amended.
- d) Specific denigration of or slanderous behavior towards the Corporation.

Section 7: Disciplinary Action and proceedings.

(a) Authority.

The President pursuant to Article VII of these bylaws, with the concurrence of the Board, may appoint an Executive Committee of no more than three members selected from the Board of Directors of FUN, which shall have authority to hear complaints and to impose sanctions from time to time against members. In the absence of an Executive Committee, this authority shall be exercised by the Board of Directors. The President may request that a lawyer meet with and advise the committee from time to time. The President may also appoint up to two alternates to serve in the place and stead of any member of the Executive Committee in his or her

1. Inability to serve on one or more cases or instances or
2. Unwillingness to serve on one or more cases or instances or
3. Incapacity.

An alternate who begins consideration of the matter once so designated by the President, shall be considered a full member of that Committee for that matter and shall not revert on that matter to an alternate or substitute; but may be considered an alternate or substitute on other matters, whether simultaneous, consecutive or otherwise.

(b) Sanctions.

(1) Based upon a written complaint that has been made to the President or to the Board, or to FUN as an organization, the Executive Committee may impose such sanctions as it believes appropriate based on the facts and circumstances of each case.

(2) The Executive Committee may recommend various actions, including: termination of membership; suspension of membership; or other appropriate sanction such as public and/or private censure or reprimand. Such sanctions shall not be an exclusive list, and may also include exclusion from the bourse area or any contract for a table or other space at any FUN convention or other function.

(3) In taking action that may result in the termination, expulsion, or suspension of a member, a member of FUN may not be expelled or suspended, and a membership of FUN may not be terminated or suspended, except pursuant to a procedure that is fair and reasonable and is carried out in good faith. These bylaw provisions are the Board's actions to quantify and qualify its disciplinary process, and to state the actions that should be taken to meet a "good faith" test.

(4) In compliance with Florida Statute, any written notice given by mail must be delivered by certified mail or first-class mail to the last address of the member complained of as shown on the records of FUN.

(5) In accordance with Florida law, any proceeding challenging an expulsion, suspension, or termination, including a proceeding in which defective notice is alleged, must be commenced within one year after the effective date of the expulsion, suspension, or termination. This is applicable as to the internal appeal and to any judicial process.

(6) A member who has been expelled or suspended may be liable to FUN for dues, assessments, or fees as a result of obligations incurred or commitments made before expulsion or suspension.

(7) Disciplinary Action by directors without a meeting. In accordance with Florida law, Disciplinary action required or permitted will be taken at a board of directors' meeting or committee meeting may be taken without a meeting if the action is taken by all members of the board or of the committee.

- A. The action must be evidenced by one or more written consents describing the action taken and signed by each director or committee member.
- B. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date.

Section 8. Grounds.

Sanctions may be imposed only after a determination that the member:

(1) No longer meets the eligibility requirements of these Bylaws;

(2) Has failed to remit dues or to pay any other sum due FUN based on an invoice sent or presented to the member by FUN;

(3) Has violated FUN's bylaws or restrictions placed upon the member on use of the FUN name, abbreviation, initials or logo;

- (4) Has acted in a manner that the Executive Committee, the Board or their designee believes, after due consideration, is inconsistent with or antithetical to the goals of the organization;
- (5) Has failed to respond to official correspondence from the corporation requesting information relative to a complaint; or has failed to respond to an inquiry from the Executive Committee or the Board.
- (6) Has failed to resolve a complaint following a hearing and determination before the executive committee, the board, or its designee;
- (7) Is arrested and charged with any felony or is indicted therefore,
- (8) Is arrested and charged with a misdemeanor in conjunction with a violation of the rights of another in conjunction with a numismatic transaction, as common sense would dictate, and/or as defined by the FUN Board or these bylaws from time to time, (or)
- (9) Is charged by the Federal Trade Commission, any State or Federal Attorney General, the U.S. Postal Service (in the form of a complaint), Securities and Exchange Commission, or other similar federal government agency with actions that are claimed by the government to be violative of state or federal law by committing, inter alia, a "deceptive or improper purpose in trade or commerce", or other actions taken by the party complained of against "numismatic consumers" or numismatic consumables (acquisition of precious metals)", or
- (10) Is or is not censured or expelled, or otherwise disciplined by another numismatic organization, as based on the outside counsel's actions;
- (11) Is otherwise disenfranchised by virtue of an organization if international numismatist or by any professional organization in which the party being disciplined is a member.

Section 9. Notice and Hearing.

- (1) No sanctions shall be imposed until the member has been given, or sent, a copy, in writing, of the reasons for any proposed censure, suspension, termination and/or other sanction or disciplinary action and is afforded a reasonable opportunity to present to the Executive Committee, or the FUN Board or its designee, at a hearing or otherwise, facts in support of the member's position that no sanction or limited sanctions should be imposed.
- (2) The Notice shall be provided by in hand service, or sent by certified mail, return receipt requested, to the last known address of the party sought to be disciplined or if no such address is known to the address last provided by such member for payment of his or her dues to FUN or any other bill or obligation. If sent to the place of employment of such person, the notice shall read "Personal and Confidential". The Secretary to the Board or its counsel may also send notice to the person against whom discipline is sought by any means reasonably calculated to provide notice, even if actual notice is not given or received.
- (3) As is in accordance with Florida law, a special meeting of the board of directors for disciplinary matters, and any meeting of an executive committee of the Board in conjunction therewith, must be preceded by at least two days' notice of the date, time, and place of the meeting. The notice shall generally describe the purpose of the special meeting.
- (4) The directors may waive this provision by signing a notice to that effect, see below.

- a) Notice of a meeting of the board of directors need not be given to any director who signs a waiver of notice either before or after the meeting.
- b) Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of affairs because the meeting is not lawfully called or convened.

Section 10. Appeal.

(1) A member against whom sanctions have been imposed by the Executive Committee or less than the full membership of the FUN Board or its designee shall have the right to file an appeal of those sanctions to the full Board of Directors. The board may designate a three member special committee to (who shall not be the same committee as heard the charges) take testimony and summarize its views, after which the FUN board shall be notified of the result, shall have a reasonable time to read the summary and determined if it has evidence to determine the appeal or if they wish to have an en banc hearing and determination. The board may name counsel to be a part of such committee, to attend the hearings if any, including any en banc hearing or meeting, and to render a written decision or award based on the issues present, or to offer advice to any member of the committee who is preparing a decision or a dissent.

(2) Any such determination, and hearing, shall be completed within the time prescribed by the Board of Directors. In the event that a timely appeal is filed, the Board of Directors shall consider the matter de novo and may impose greater, lesser, the same sanctions as imposed by the Executive Committee, or no sanctions. The Board of Directors shall from time to time adopt procedures to govern these appeals and may impose reasonable charges for the services required to render such appeal, including that of a court reporter and location fees, and its own counsel fees, which list of expenses are not intended to be all inclusive. In such event, the magazine Fun Topics shall report such changes.

Section 11: Effective Date.

(1) Sanctions against an individual or firm shall be effective upon mailing of the determination to the member, or in the case of a timely matter such as whether a bourse table should be allowed or attendance at the FUN convention permitted, an earlier time frame may be determined by the disciplining authority.

(2) Once membership has been terminated by virtue of the filing for bankruptcy reorganization or state insolvency law, the former member shall be eligible to reapply for membership which shall be considered as provided for above.

Section 12: Action by the Board, and others, on Disciplinary matters.

(1) The Board of Directors as well as the Executive Committee, or any committee of the board that deals with disciplinary matters, may hold hearings from time to time by telephone, on-line meeting, or other non-traditional medium, and the members thereof may cast their votes in person, by mail, by e-mail, or orally by telephone, or by other device whether now known presently or hereafter discovered.

(2) Any meeting of the board may be in person, and may be held partially in person and partially by telephone or other electronic means, or by mail or other means, provided that the members of the Board participating are given appropriate notice and that a quorum is present.

(3) It shall be further provided that each member participating can hear and speak to the other member in such telephonic conversation. A written method of communicating documents to be discussed (such as www.gotomypc.com or similar) may be utilized. On votes by mail, and in any telephonic meeting of the Board, or where two or more members of the board participate in a nontraditional form, for the board to reach a decision or determination of not less than a majority of those present shall be required.

(4) Anything in these bylaws to the contrary notwithstanding, any notices referred to herein shall be in writing and may be sent by personal delivery; by mail; by fax; by electronic medium (including e-mail or instant message or similar medium whether now known or hereafter discovered), provided such notice is reasonable under the circumstances and calculated to give notice, even if actual notice is not received. The Secretary of the Board may request of each member participating a certificate indicating that they found the notice reasonable and the time to respond has not expired.

(5) Notice of a disciplinary meeting may also be communicated in person; by telephone (where oral notice is permitted), telegraph, teletype, or other form of electronic transmission; or by mail.

(6) Where notice is by mail, it shall be good service if the foregoing:

(a) When mailed, if mailed postpaid and correctly addressed to the member's address shown in FUN's current record of members;

(b) When actually transmitted by facsimile telecommunication, if correctly directed to a number at which the member has consented to receive notice;

(c) When actually transmitted by electronic mail, if correctly directed to an electronic mail address at which the member has consented to receive notice;

(d) When posted on an electronic network that the member has consented to consult, upon the later of:

1. Such correct posting; or

2. The giving of a separate notice to the member of the fact of such specific posting; or

3. When correctly transmitted to the member, if by any other form of electronic transmission consented to by the member to whom notice is given.

4. Consent by a member to receive notice by electronic transmission shall be revocable by the member by written notice to the corporation. Any such consent shall be deemed revoked if:

(a) The corporation is unable to deliver by electronic transmission two consecutive notices given by the corporation in accordance with such consent; and

(b) Such inability becomes known to the secretary or an assistant secretary of the corporation, or other authorized person responsible for the giving of notice. However, the inadvertent failure to treat such inability as a revocation does not invalidate any meeting or other action.

5. Except as provided elsewhere, written notice, if in a comprehensible form, is effective at the earliest date of the following:

(a) When received;

(b) Five days after its deposit in the United States mail, as evidenced by the postmark, if mailed postpaid and correctly addressed; or

(c) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

(7) Oral notice is effective when communicated if communicated directly to the person to be notified in a comprehensible manner.

Section 13: Reinstatement.

The Board of Directors will consider reinstatement of a former member, who has been expelled for cause, on case-by-case basis.

(1) No individual suspended for non-payment of dues may be reinstated while any charges are pending or while there remains indebtedness to FUN.

Section 14: Automatic Tendering of Resignation.

(1) As a condition of membership, each applicant for membership, and each current FUN member, agree, that in the event that he or she, or any firm in which he or she are a majority stockholder or a partner in, files for federal bankruptcy reorganization or for protection from creditors under any state insolvency law, simultaneously with such filing, he or she is deemed to have voluntarily tendered his or her resignation to FUN which the Board may accept or decline to accept.

(2) Such resignation shall not affect the rights of any member of FUN or of the public, to pursue any claims against such resigned member, by arbitration or otherwise, as if the resigned member were still a member, provided that such proceeding is not in violation of any automatic stay provided for by law, or any other applicable federal or state law or regulation.

(3) Any member resigning pursuant to this section shall have the right to reinstatement in accordance with these bylaws.

(4) Such resignation shall be deemed effective at filing notwithstanding any indebtedness to FUN or the pendency of any charges.

(5) Each member of FUN expressly consents to ministerial acts following such resignation (in bankruptcy) to post due notice of same without liability to the member.

Section 15: Terms of Resignation.

(a) Any member who wishes to resign from F.U.N. may do so subject to these bylaws.

(b) Effective Date. The resignation shall be effective upon receipt by the President, provided that there are no outstanding complaints against such member, subject to such other terms and conditions as may be imposed by the bylaws or the Board of Directors.

(c) Bar date. The President shall present to the Board of Directors at the next meeting following receipt of the resignation the Notice of Resignation for consideration.

(1) If no outstanding or unresolved written complaints have been received by the President prior to the date of the meeting of the Board, the resignation shall be deemed conditionally effective on the date of resignation upon resolution duly moved before the Board.

(2) If the Board declines to accept the resignation, it shall not be deemed effective.

(3) Unless otherwise stated in the Resolution, the Board shall conditionally accept the resignation of member.

(4) The condition is that such member shall be deemed to have agreed to submit to binding arbitration (under FUN Rules) any dispute involving a numismatic transaction with

(a) FUN,

(b) Any member, or

(c) Any consumer, that arose prior to the resignation, provided such complaint is actually received by FUN President prior to acceptance by the Board of the resignation.

(d) Such resignation shall not affect the rights of any member of FUN, or of the public, to pursue any claims against such resigned member, by arbitration under these bylaws, as if the resigned member were still a member, provided that such proceeding is not in violation of any automatic stay provided for by law, or any other applicable federal or state law or regulation.

(e) Any member resigning pursuant to this section shall have the right to reinstatement in accordance with these bylaws.

(f) Such resignation shall be deemed effective at filing notwithstanding any indebtedness to FUN or the pendency of any charges.

ARTICLE XVI RESTRICTIONS ON OPERATIONS

Section 1: Assets.

No part of the assets of F.U.N. shall accrue to the benefit of, or be distributable to its members, Officers, or other persons, except that F.U.N. shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes as set forth in Article's X and XI herein.

Section 2: Activities.

No substantial part of the activities of F.U.N. shall involve the promulgation of propaganda or influence of legislation, and F.U.N. shall not participate in or intervene in any non-numismatic political campaign (including the publishing or distribution of statements) on behalf of or against any candidate for public office.

Section 3: Other Provisions.

Notwithstanding any other provisions of these bylaws, F.U.N. shall not carry on any other activities not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any further United States Internal Revenue Code.)

Section 4: Books and Records.

F.U.N. shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board, and committees having any of the authority of the Board, and shall keep at its registered or principal office a record giving the names of the members entitled to vote. Upon request, any member, or an agent or attorney may inspect all books and records of F.U.N., for any proper purpose at any reasonable time.

Section 5: Indemnification.

Any person who was or is a party or is threatened to be made a party to any threatened, pending or complete action, suit, or proceedings, whether civil, criminal, administrative, or investigative, (including any action by or in the right of Florida United Numismatists, Inc.), by reason of the fact that he or she is or was a Board member, Officer, Director, employee, or agent of Florida United Numismatists, Inc., employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by F.U.N. against expenses (including reasonable attorneys' fees), judgment, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, if the Board of Directors has no reasonable cause to believe the individual's conduct was unlawful, to the maximum extent permitted by and in the manner provided by the Florida Nonprofit Corporation Code, and if applicable, the United States Internal Revenue Code of 1986 as amended.

Section 6: Insurance.

No person who is serving or has served as a member of the Board of Directors shall have any personal liability to F.U.N. for monetary damages for breach of duty of care or other duty as a member of the Board; provided that this provision shall not eliminate or limit the liability of such person for any appropriation, in violation of his or her duties, of any business opportunity of Florida United Numismatists, Inc.; for acts or omissions not in good faith which involved intentional misconduct or knowingly violate the law; or for any transaction from which such person derived an improper personal benefit. The limitation of liability conferred in this Section shall be in addition to and not in lieu of, all other limitations, immunities, and indemnities conferred by law, these articles and the Bylaws of F.U.N.

Section 7: Supervision of members under the age of 18.

Any Director or person who is solely in charge of members under the age of 18 must be screened according to screening policies set forth by the State of Florida, Chapters 39, 435, 984 and 985 Florida Statutes, and the Statewide Procedure on Background Screening for Employees, Providers and Volunteers.

ARTICLE XVII BYLAWS

Section 1: Amendments.

- a. Only the Officers and voting Board Members by a majority vote may amend, alter, or repeal these bylaws.
- b. Any proposed change(s) or amendment(s) may originate with the Board of Directors. Upon approval by a majority of the Board of Directors, the proposed change(s) or amendments(s) to the bylaws shall be deemed rescinded.
- c. In the event a proposed change(s) originate with ten percent or more of the voting membership of the Corporation petitioning the Board of Directors for change(s), the proposed change(s) will be mailed to all voting members of the Corporation for their consideration and approval or rejection
- d. Approval/Rejection: With reasonable notice, the proposed change(s) shall be adopted if two-thirds of the responding voting membership of the Corporation indicates approval by mail.

Section 2: Interpretation.

The Board of Directors' interpretation of the bylaws shall be considered the correct interpretation when reached by a majority vote.

Section 3: Implementation.

These bylaws shall become effective immediately upon adoption.

Section 4. Emergency by-laws.

- (1) In accordance with section 617.0207 of the Florida not for profit corporation's act, The FUN board may adopt Emergency bylaws. This shall include during the emergency
- (a) Procedures for calling a meeting of the board of directors;
 - (b) Quorum requirements for the meeting; and
 - (c) Designation of additional or substitute directors to serve during the emergency;
- (2) The board of directors, either before or during any such emergency, may provide, and from time to time modify, lines of succession if during such emergency any or all officers or agents of the corporation are for any reason rendered incapable of discharging their duties.
- (3) All provisions of the regular bylaws consistent with the emergency bylaws remain effective during the emergency. The emergency bylaws are not effective after the emergency ends.
- (4) Corporate action taken in good faith in accordance with the emergency bylaws:
- (a) Binds the corporation; and
 - (b) May not be used to impose liability on a corporate director, officer, employee, or agent.
- (5) An emergency exists for purposes of this section if a quorum of the corporation's directors cannot readily be assembled because of some catastrophic event

ARTICLE XVIII DISSOLUTION

Section 1: Dissolution

Dissolution of the Florida United Numismatists, Inc. may only be made by a unanimous vote of the Board of Directors in attendance at any duly published meeting.

Section 2: Disposition of Assets.

Upon the dissolution of F.U.N., the Board of Directors shall, after paying, or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of F.U.N. The assets shall be distributed to such organizations that are organized and operated exclusively for charitable, educational, numismatic, or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of F.U.N. is then located, exclusively for such purposes as said Court shall determine, which are organized and operated for such purposes as noted above.

APPENDIX 1

CLASSES OF MEMBERSHIP AND QUALIFICATIONS

GENERAL QUALIFICATIONS:

Any person interested in numismatics who has been recommended by one member, who is currently in good standing of Florida United Numismatists, Inc., and shall have paid dues, shall be a member in one of the designated classes of membership.

REGULAR MEMBER:

Any individual who meets the general qualifications for membership or any numismatic club or other organizations interested in the advancement of the knowledge of numismatics and the friendly relationship with others of like interest.

JUNIOR MEMBER:

Any person, not older than 18 years of age who is interested in the advancement of the knowledge of numismatics and who has written approval of a parent or legal guardian, and meeting the general qualifications for membership shall become a Junior Member upon recommendation of a Regular or Life Member and payment of dues.

LIFE MEMBER:

Any person who meets the general requirements for membership is eligible to become a life member, with all the rights, privileges and benefits of regular membership.

ASSOCIATE MEMBER:

Any person, who meets the general requirements for membership and who is an immediate family member of a regular or life member, and who resides at the same address as the regular or life member,

is eligible to become an associate member. Associate members are ineligible to hold office or vote in elections and will not receive a copy of F.U.N. Topics magazine.

HONORARY LIFE MEMBER:

Any individual or association rendering outstanding service to Florida United Numismatists, Inc., may be proposed for an honorary life membership and may be so accepted subject to the approval of a majority of the Board of Directors. An honorary life member may not vote or hold office. Such membership shall be for a term designated by the Board of Directors.

HONORARY MEMBER:

Those who shall have rendered some outstanding service to the organization or to numismatics in general may upon an affirmative vote of a majority of the Board of Directors be granted an honorary membership. Honorary members shall not vote or hold office.

APPENDIX 2

F.U.N. CODE OF ETHICS

As a member of Florida United Numismatists, Inc.:

I agree to support and be governed by the STATE CHARTER and the BY-LAWS of the INCORPORATION, and such rules, policies and regulations as may be in force from time to time.

I agree to conduct myself so as to bring no reproach or discredit to the CORPORATION, or impair the prestige of membership therein.

I agree to base all of my dealings on the highest plane of justice, fairness and morality.

I agree to neither buy nor sell numismatic items of which the ownership is questionable.

I agree to conform to the accepted standards of dignified advertising.

I agree to take immediate steps to correct any error I may make in any transaction.

I agree not to sell, exhibit, produce, nor advertise counterfeit copies, re-strikes, or reproductions of any numismatic items if their nature is not clearly indicated by the word "counterfeit," "copy," "re-strike," or "reproduction" incused in the metal or printed on the paper thereof, with the exception of items generally accepted by numismatists and not in any way misrepresented as genuine.

I agree to represent a numismatic item to be genuine only when, to the best of my knowledge and belief, it is authentic.

I agree to fulfill all contracts made by me, either orally or written, to make prompt payments upon delivery and to return immediately any items that are not satisfactory.

I agree to give aid to members in their quest for numismatic knowledge.

I agree most of all to put the welfare of FLORIDA UNITED NUMISMATISTS, INC. above any personal gain to myself. A breach of this Code of Ethics shall be cause for action by the Board of Directors.