

**BYLAWS of
THE MIDWEST REGIONAL BUTTON ASSOCIATION**

Organized 8/15/2015

Revised 9/5/2023 (Revisions in italics.)

ARTICLE I Mission Statement

The mission of the Midwest Regional Button Association is to enhance the hobby of button collecting within its region, the nation's midsection. We encourage membership at the local, state and national levels.

ARTICLE II Membership

Section 1. Eligibility. Membership is free for individuals. Joining requires membership in any state society that joins the association.

Section 2. Junior Members. Junior members shall be of an age consistent with their home state requirement.

Section 3. Good Standing. The number, qualifications, rights, privileges, dues, fees, responsibilities, terms of general membership, and provisions governing the withdrawal, suspension, and expulsion of members shall be determined by the Board of Directors. To be in good standing, a minimum requirement is that the individual is a member in good standing in one of the state societies who are current members of the association.

ARTICLE III Meetings

Section 1. Annual or Biennial Meeting. The annual or biennial meeting of the members of the association shall be held at the times and places determined by the Board of Directors. Proper notification of the annual/biennial meeting shall be posted on the association website not less than two calendar months prior to such meetings.

Section 2. Special Meetings. Special meetings of the members of the association shall be held at such time and place as designated in the notice of said meeting, upon call of the Board of Directors. Proper notification of such special meeting shall be posted on the association website not less than thirty (30) calendar days prior to such meeting, together with a brief statement of the purpose of the meeting.

Section 3. Notice of Meetings. Notice of the purpose or purposes and of the time and place of every meeting of the general membership of the association shall be posted on the association website.

Section 4. Quorum. Twenty (20) members, entitled to vote at the meeting, present in person, constitute a quorum at all meetings of the members of the society. A quorum is a prerequisite for the transaction of business.

Section 5. Voting Rights. Each member in good standing, except juniors, shall be entitled to one vote in the election of officers and directors of the society, and one vote in all proceedings in which said members are entitled to vote.

Section 6. Elections. Officers and directors shall be elected during the annual/biennial meeting, *or at a special meeting as circumstances require.*

The charter slate of Board officers will be nominated by the steering committee and voted on by the membership. Subsequent officer slates will be presented by a central nominating committee. The charter president and vice-president will serve three-year terms; the charter secretary and treasurer will serve two-year terms. Subsequent duos of president/vice-president and secretary/treasurer shall be elected in alternating years, thereby serving staggered two-year terms to provide for organizational stability.

The first slate of directors will be nominated by member states and voted on by the membership. To establish a staggered pattern of director terms, the charter directors will serve terms of one, two, and three years, with states randomly drawn and matched to Board terms as follows:

- 3-year terms: Ohio, Minnesota, Wisconsin, Texas
- 2-year terms: Kansas, Indiana, Missouri
- 1-year terms: Illinois, Iowa, Colorado

In subsequent years, each state will nominate its representative director and notify the central nominating committee. All subsequent directors shall serve three-year terms.

Following the presentation of the report of the nominating committee, additional nominations from the floor for officers will be accepted, provided any person nominated is either present and accepts the nomination in person, or has given written prior assurance of service to the nominator or to an officer or director of the association. Election of officers and directors shall be by a plurality of the votes cast. Newly elected officers and directors shall assume office on the third (3rd) calendar day following the annual/biennial meeting, *or on October 15 of the first calendar year of the term of office if circumstances preclude an annual/biennial meeting*; except for the treasurer, who shall assume office ninety (90) calendar days following the end of the fiscal year in which the annual meeting electing the new treasurer took place, by which time, all funds, records, and books are to be transferred to the newly elected treasurer.

ARTICLE IV Board of Directors

Section 1. Composition of Board. Between Board meetings, the property, affairs, and business of the association shall be managed by its governing body or Board of Directors, hereinafter referred to as the "Board", consisting of the president, vice-president, treasurer, secretary and a director from each member state society. Other committee members appointed by the president or Board shall be privileged to attend and participate in all meetings of the Board, but without the privilege of voting.

To provide stability and continuity to the Board, the initial steering committee shall be involved with association governance for a period of two years following the first annual/

biennial meeting. The steering committee will be expected to attend meetings and will have voting rights the first year and serve as advisors the second year (without voting rights.)

Section 2. Addition of Directors. The number of directors shall be increased as additional states join or by an amendment to these bylaws. The additional directors shall be elected by a majority of the Board in office at the time of the increase. Then the additional directors will join the current rotation at the next annual/biennial meeting.

Section 3. Quorum. Seven (7) members of the Board acting at a meeting duly assembled shall constitute a quorum for the transaction of business, and the act of a majority of the Board at which a quorum is present shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting, without further notice, until a quorum shall have been obtained.

Section 4. Vacancies. In case one or more vacancies shall occur in the Board by reason of death, resignation, or otherwise, the remaining members of the Board may, by a majority vote, elect a successor or successors for the unexpired term or terms.

Section 5. Board Meetings. Meetings of the Board shall be held at a mutually agreeable time and place. Regular meetings of the Board shall be held at such times and places as may be fixed by the Board. Special meetings may be held at any time upon the call of the president by oral or written notice sent or mailed (including e-mail) to each member of the Board not less than thirty (30) calendar days before such meeting. A meeting of the Board may be held without notice immediately before or after the annual meeting of the members of the society at the same place at which such meeting is held. Meetings may be held at any time without notice if three-fourths of the members of the Board then in office are present.

Members of the association may attend all formal meetings of the Board but are not entitled to speak at such meetings unless a member of the Board asks the privilege of the floor for them, and such privilege is approved by the president. A member may seek the privilege of the floor by contacting a Board member at a reasonable interval prior to the meeting and stating the reason for addressing the Board. The Board member may, or may not, then agree to ask for the privilege of the floor.

Section 6. Interim Action. Between regular or special meetings of the Board, any action required or permitted to be taken at any regular or special meeting of the Board, when it is not possible or practical to assemble the Board for a special meeting, can be initiated by the president by contacting the members of the Board and conducting the business at hand by telephone, email, writing or such other means of communication as are available. Prior to any action taken, verbal or written and signed responses from not less than seven (7) of the members of the Board and approval by not less than a majority of the members of the Board then in office is required. Verbal approval by the Board shall be followed by written and signed responses to be obtained no later than the day of the next regular or special meeting of the Board. The president shall inform the secretary of the results of such proceedings, with the results to be filed with the minutes of the proceedings of the Board.

Section 7. Finances. The Board shall have final responsibility for the disbursement of all funds for the association either through direct authorization or by authorizing and/or requiring the president and/or the treasurer to approve expenditures within previously established limits or policies. In the event the association is dissolved for any reason any remaining funds will be donated to the National Button Society.

Section 8. Policies. For the orderly conduct of the affairs of the association, the Board may establish Policies, including detailed duties of officers not spelled out in the bylaws, subject to adoption and amendment. A Board policy may be adopted or amended at any regular or special meeting of the Board.

Section 9. Committees. The Board may, in its discretion, by the affirmative vote of a majority of the then acting Board, appoint committees, including an Executive Committee, which shall have and may exercise such powers as shall be conferred or authorized by the resolutions appointing them. The Executive Committee shall be composed of the elected officers. Any such committee may determine its action and fix the time and place of its meetings, unless the Board shall otherwise provide. The Board shall have the power at any time to fill vacancies in, to change the membership of, or to discharge, any such committee.

Section 10. Removal from Office. At any annual or special meeting of the general membership of the association, as provided in these bylaws, any member or members of the Board may be removed from office with or without cause by a two-thirds affirmative vote of the members entitled to vote at the meeting. His or her successor, or their successors, may be elected by majority vote at such meeting or the remaining members of the Board may, to the extent vacancies are not filled by such election, fill by appointment any vacancy or vacancies created by such removal.

Section 11. Bonding. The Board shall have the responsibility for bonding the offices of the secretary and/or the treasurer should bonding be deemed advisable by the Board.

ARTICLE V Officers

Section 1. Elective Officers. The elected officers of the society shall be a president, a vice-president, a treasurer and a secretary, whose terms of office shall be for two years. (See Article 3 Section 6 for charter officer exceptions.) Officers may be re-elected. A vacancy in any office arising from any cause may be filled for the unexpired term by the Board.

Section 2. Appointive Positions. From time to time, it may become necessary to have non-voting, appointed positions for the proper conduct of the work of the society. They will be filled by appointment by the president, with the advice and consent of the Board, upon such terms, and for such length of service, as approved by the Board. Any assistants required by the appointee to an appointed position shall be the responsibility of the appointee. The president may, with the approval of the Board before any action is taken, remove from office

for just cause, a member of an appointive position before his/her previously determined period of service has expired.

Section 3. Duties of Officers. The president shall preside at all meetings of the general membership of the association, but shall not be counted in determining a quorum. Subject to confirmation by the Board, the president shall make appointments to fill standing positions; appoint chairpersons of all standing committees; and unless otherwise ordered, shall also appoint other ad hoc committees and positions as the business of the association may require. Additional members of or assistants to such ad hoc committees and positions shall be the responsibility of the committee chairperson or appointee. The president shall preside at all meetings of the Board and shall be, ex-officio, a member of all committees except the Nominating Committee.

The vice-president shall perform the duties of the president in the absence of the president, or upon request by the president. The vice-president shall have responsibility for programs at the annual/biennial meeting and show.

The secretary shall keep the minutes of the proceedings of all meetings; shall have the minutes of the previous general membership meeting available at the next general membership meeting; shall receive proposed amendments and the Nominating Committee report and shall distribute and/or post them on the website prior to voting by the membership; and shall perform such other related duties as may be generally required. The secretary shall post the year's official Board decisions on the website at the end of each fiscal year.

The treasurer shall have the custody of all funds and keep an account of same; shall have another elective officer as a co-signer for all bank accounts; shall pay all expenses directly authorized by the Board or approved by the president and/or treasurer within previously established limits or policies; shall make such interim reports as may be required; and shall prepare a full financial report for the year, showing all receipts and disbursements, such report to be on the association website after the close of the fiscal year. The treasurer shall make available all records, books and vouchers to an independent accountant annually. At the expiration of his/her term, following an audit or review by an independent auditor or accountant jointly agreed to by the treasurer and the president, the outgoing treasurer shall turn over to his or her successor all funds and records on hand, receiving receipt in full.

ARTICLE VI Standing Committees

Section 1. Number of Committees. There shall be two (2) standing committees, nominating and show.

Section 2. Nominating Committee. This committee shall consist of three members, each serving a three-year term, one appointed annually by the president, and subject to confirmation by the Board. The most senior member of the Nominating Committee shall be the committee chairperson.

To establish the staggered pattern of Nominating Committee member terms, the charter nominating committee members shall serve terms of three years, two years, and one year, respectively, with each subsequent committee member serving a three-year term.

No member of the nominating committee may be a nominee for officer while a member of the committee. Replacements for members unable to complete his or her term of office shall be appointed by the president with the approval of the Board.

Section 3. Show Committee. This committee shall consist of a show coordinator, appointed by the president and approved by the Board; together with such additional committee members as may be appointed by the coordinator with the Board's approval. The show coordinator shall chair the Show Committee. Subject to the authorization and control by the Board and/or president, this committee shall have charge of the shows and exhibits sponsored by the association, with full power to negotiate and make all advance arrangements in coordination with the treasurer; to appoint and organize all necessary sub-committees; and to do whatever may be required to make said shows and exhibits a success.

ARTICLE VII Dues

Section 1. Dues Amount. The dues shall be fixed by the Board. Notice of any increase in dues shall be posted on the website at least one year prior to the time the increase shall take effect.

Section 2. Start-up Fees. There will be a one-time start-up fee of \$250.00 for each state joining the association. This fee can be increased by the Board as needed.

Section 3. Dues Payment Schedule. Dues for the coming year will be set for the member state societies and shall be paid to the treasurer by the 31st of October of each year. States who fail to pay the next years dues by the 31st of December shall be dropped from the membership rolls. The dues for the first year after start up will be \$35.00 and can be increased by the Board as necessary.

ARTICLE VIII Fiscal Year

The fiscal year of the society shall begin on the first day of January of each year and shall end on the thirty-first day of December next following, unless otherwise determined by the Board.

ARTICLE IX Parliamentary Authority

Robert's Rules of Order Newly Revised shall govern the proceedings of the association.

ARTICLE X Amendments

An amendment to the bylaws is any change or addition not already authorized in this document. The bylaws may be amended by a majority vote of the Board at any regular or special meeting of the Board.