

BYLAWS
ANTIQUÉ TELEPHONE COLLECTORS ASSOCIATION
ABILENE, KANSAS

ARTICLE I GENERAL PROVISIONS

Section A. **NAME** – This organization is incorporated under the laws of the State of Kansas and shall be known as the “Antique Telephone Collectors Association”, hereinafter referred to as ATCA.

Section B. **OFFICES** – The office of the Corporation shall be located in the City, County and State as designated in the Articles of Incorporation. The Corporation may establish and maintain offices, temporarily or permanently at other places within or without the United States as the Board of Directors may, from time to time, determine.

Section C. **LIMITATIONS** –

1. The ATCA shall be non-profit
2. The ATCA Shall be non-political
3. Neither the ATCA nor any officer or director thereof, nor any member thereof in any official capacity or in conjunction with any recognized ATCA activity shall discriminate, or unfairly treat any other person or organization based on that persons or organizations race, religion, ethnic background, age or gender.

Section D. The ATCA ‘Logo’

1. The ‘Logo’ is a valuable asset of the ATCA. The ‘Logo’ is a registered trademark with the government of the United States of America.
2. The ATCA Board of Directors is responsible for the use and control of the ‘Logo’.
3. Except with the approval of the Board of Directors (ATCA) the proper registration marks will appear with the ‘Logo’ in all uses of the ‘Logo’.
4. The ATCA Board of Directors will develop, publish and keep current a written policy regarding its management and protection of the ‘Logo’. The policy will be issued and available to the membership of the association and to those doing business with the association in all situations regarding the use of the ‘Logo’.

ARTICLE II OBJECTIVES

Section A. THE OBJECTIVES OF THE ATCA ARE:

1. To promote the collecting and preservation of old telephones and relate items.
2. To publicize the historical importance of telephony and to develop public interest pertaining thereto.
3. To establish and promote common courtesies and guidelines for use by association members when buying, selling and trading of telephones and related items.
4. To provide a means of communication between association members.
5. To structure events and activities necessary and proper for the accomplishment of the stated objectives.

ARTICLE III MEMBERSHIP

Section A, **ELIGIBILITY** – Any person or organization sympathetic with the objectives of the ATCA, and who agrees to abide by its bylaws shall be eligible for membership upon the payment of the current fee and annual dues.

Section B, **DUES**

1. Dues are payable on January 1 of each calendar year
2. The annual dues for new members shall be prorated to January 1 of the following year.
3. The rate of annual dues and membership; membership enrollment fees shall be set by the Board of Directors upon careful consideration of the funding necessary to meet all financial obligations and to support the pursuit of the objectives stated herein.

Section C, **DENIAL OF MEMBERSHIP** – A membership, original or renewal, shall not be sold to an applicant having done an act or conducted themselves in a manner deemed by the Board of Directors to be contrary to the objectives of the ATCA.

Section D, **VOTING**

1. Each paid up member shall be entitled to vote for the election of board members and officers. Voting by members for board members, officers and other issues identified by the board may be done either on-line or by mail in ballots.

2. In addition, each paid up member shall be eligible to vote on all matters before the annual meeting, generally designated as those items which are to be considered by the membership and not held to the sole domain of the Board of Directors.
3. At the direction of the Board of Directors, an advisory vote of the membership may be taken at any time as deemed necessary by the Board.
4. Associate memberships may be established by the Board of Directors. Terms, conditions and privileges of associate membership shall be designated by the Board at open meetings and shall be duly recorded by the Secretary/Treasurer.

ARTICLE IV

MEETINGS

Section A, ANNUAL BUSINESS MEETING

1. The annual business meeting will be held in August of each year, either by conference call or at a location, date and time to be determined by the Board of Directors and reported in the ATCA newsletter.
2. In accordance with open meeting policy, all paid up members will be allowed to send to the board of directors issues to be addressed at the annual meeting. These issues must be received by June 1st to allow time for them to be listed in the July newsletter and to be posted on the ATCA web site. Voting can be on-line, in person or by requesting a mail in ballot.
3. In further accordance with this policy, all paid up members of the ATCA may attend meetings of the Board of Directors except at such time when the Board calls for Executive Session to discuss the hiring, reappointment, or dismissal of personnel of the ATCA.

Section B, **OTHER MEETINGS** – Other meetings of ATCA may be called by the Board of Directors wherever and whenever necessary including conference calling providing a quorum of Directors is in attendance.

Section C, **VOTING** – All business within the purview of the Board of Directors and conducted by the Board shall be approved only by a majority of a quorum of the Board of Directors. All matters of vote within the purview of the General Membership shall be approved only upon vote of a majority of a quorum of the General Membership.

Section D, **QUOROMS** – For the purpose of these bylaws a quorum shall be defined as:

1. Board of Directors – a quorum of the Board of Directors shall consist of one more voting person than one-half of the total number of directors and eligible voting officers.
2. General Membership-a quorum of General Membership shall consist of ten percent (10%) of the total of the paid up membership.

Section E – The General Membership of the ATCA can call a special meeting upon petition by ten percent (10%) of the annual paid membership.

ARTICLE V

BOARD OF DIRECTORS

Section A, COMPOSITION OF THE BOARD

1. The ATCA shall be governed by the Board of Directors. The Board of Directors shall consist of six (6) Directors and the ATCA President for a total of seven (7) voting members.
2. The members of the Board of Directors shall be those who receive the most votes cast by the membership.
3. All Directors shall be fully paid up members in good standing.
4. A minimum of two (2) Directors shall be elected by mail or on line ballot each year with their term starting at the time for the Annual Fall Show held usually in August.
5. The Board of Directors shall elect one director who will serve as Chairman of the Board for one year at the commencement of each newly constituted Board.

Section B, DUTIES OF THE CHAIRMAN

1. The Chairman will serve as the Chief Executive of the ATCA and shall preside over all meetings of the Board.
2. The Chairman shall be empowered to approve the daily activities of the ATCA, as delegated to the Secretary/Treasurer, Office Manager, and Newsletter Editor.
3. The Chairman, when unable to attend meetings of the Board shall appoint an Acting Chairman, from among the voting Board Members to preside over the meeting.
4. No later than February 1st of each year the Chairman will appoint a Nominating Committee composed of three (3) members of ATCA for the purpose for nominating a slate of candidates from among the members to be voted upon to fill the upcoming expiring Director and officer positions.

Section C, THE NOMINATING COMMITTEE

1. The Nominating Committee shall nominate at least one (1) candidate for each position available. Following the publication of the Director and Officer slates proposed by the Nominating Committee, the Board of Directors will accept nominations from the membership within a specified time frame.
2. Members of the Nomination Committee shall not nominate themselves.
3. The Nomination Committee shall convey to the Secretary/Treasurer the names of Director Nominees for publication in the ATCA Newsletter no later than the issue distributed in July.

Section D, Board Members shall not serve more than two (2) terms consecutively.

Section E, Vacancies on the Board of Directors which occur from other than normal expiration of elected terms, shall be filled by a majority vote of the whole Board of Directors, appointing a member to fill said vacancy until the normal expiration of said term and upon the regular Election thereof.

Section F, Any board member or Officer reaping personal gain or deemed to have a conflict of interest due to their position as an ATCA board member, or conducting themselves in a manner to be deemed by the Board to be contrary to the objectives of the ATCA, may be removed from their board position by a majority vote of the remaining board members and officers.

ARTICLE VI **OFFICERS**

Section A – The Officers of the ATCA shall be the President, Vice-President, Office Manager, Newsletter Editor, Secretary/ Treasurer, Web editor and such Officers as may be deemed necessary by the Board of Directors.

Section B – The President shall sit as a voting member on the Board of Directors. In the event of a tie vote among the Board of Directors, the Vice President shall cast the deciding vote.

Section C – The President and Vice-President shall be elected by and from the *General Membership*. The President and the Vice-President shall serve a term of one year starting at the Fall Business Meeting.

Section D – The Secretary/Treasurer, Office Manager, Newsletter Editor, Web Editor and other officers as deemed necessary shall be appointed by the Board of Directors and serve at the Board’s discretion.

Section E -

1. The President shall preside at all meetings of the General Membership.
2. The Vice-President shall serve in the capacity of the President in his absence.

Section F – **VACANCIES**

1. President and Vice-President vacancies which occur prior to expiration of the normal term shall be filled by a majority vote of the whole Board of Directors, appointing a member to fill said vacancy until the next Annual Election.

Section G – **NOMINATING COMMITTEE**

1. No later than February 1st of each year the Chairman of the Board of Directors shall appoint a Nomination Committee composed of three (3) members of the ATCA for the purpose of nominating a slate of candidates from the General Membership to fill the upcoming expired President and Vice-President positions.
2. At least one candidate shall be nominated for each position available.
3. Members of the Nomination Committee shall not nominate themselves.
4. The Nominating Committee shall convey to the Secretary/Treasurer the names of the President and Vice-president candidates for publications in the ATCA Newsletter no later than the issue distributed in July.
5. The President and Vice-President shall serve no more than two (2) consecutive *full* terms.

ARTICLE VII **FISCAL MATTERS**

Section A – **CONTROL OF THE BUDGET**

All items pertaining to the annual budget, including new member fees, annual dues, and expenditures for association personnel and all other monetary matters shall be determined by the Board of Directors consistent with the objectives of the ATCA.

Section B – **CHAIRMAN MAY APPROVE CERTAIN EXPENDITURES**

The Chairman of the Board of Directors shall have the prerogative to request that the Office Manager, *Web Editor* or Newsletter Editor be allowed to make expenditures for ATCA operations not to exceed \$200 (two hundred dollars) per month without prior approval of the Board of Directors, however all such disbursements must be specifically detailed, with appropriate receipts, at the next called meeting of the Board.

Section C – **BOARD MEMBERS COMPENSATED, LIMITATIONS**

1. Members of the Board of Directors and officers are non-paid positions.
2. Board Members and officers may not receive compensation for expenses incurred in attending ATCA shows; however Board Members may be reimbursed for authorized expenses incurred in conducting association business in an amount up to, but no more than \$100 (one hundred dollars) per year. Reimbursement must include all receipts.

Section D – The ATCA Investment Account(s)

1. The ATCA Board may establish and manage investment account(s) for the benefit of the Association.
2. The ATCA board can establish guidelines and expectations regarding the account(s).
3. The account(s) will be managed by a board appointed investment committee of at least three (3) ATCA members in good standing. The investment committee will report to the ATCA Board of Directors
The investment committee will provide account(s) reports as directed by the Board of Directors - ATCA
4. Funding of the account:
The ATCA Board may deposit ATCA funds in the account(s).
All monetary contributions and gifts designated to the investment account(s) of the ATCA will be timely deposited.
All undesignated monetary contributions and gifts to the ATCA will be timely deposited in the investment account(s).

All funds received by the ATCA from lifetime and extended year membership programs will be timely deposited, in the investment account(s).
The ATCA Board can determine procedures and expectations for handling and deposit of investment account(s)' funds.
Deposits to the account(s) will be 'corpus' and will be unavailable for withdrawal for ATCA use except for situations provided in Item 6
5. Account(s) Earnings:
The ATCA Board will decide the use(s) of all earnings (interest and dividends) of the investment account(s).
6. Unusual and Emergency Financial needs:
Unusual and emergency needs of the ATCA, recognized as such by a majority quorum vote of the ATCA Board will allow the Board to consider liquidating account(s)' corpus funds to address the unusual or emergency needs. Each withdrawal from the account will require a majority quorum vote of the Board.
Liquidation of corpus funds should be recognized by the ATCA Board as a funding source of last resort.
The ATCA Board will return liquidated amounts to the investment account(s) as soon as possible following satisfaction of the recognized need.

ARTICLE VIII ADVERTISEMENTS AND DISPLAYS

Only telephones, telephone parts and related items may be advertised in the Newsletter, Web Site or exhibited at ATCA shows.

ARTICLE IX AMENDMENTS TO BYLAWS

Section A – The bylaws of the ATCA can be amended after the changes have been advertised in the newsletter and web site and approved by a majority of the voting membership. Also special meetings may be scheduled for the purpose of conducting general business of the association providing the guidelines concerning the establishment of a quorum and voting by the membership has been met.

Section B – Amendments to the bylaws must be approved by a majority of the membership voting.

Section C – Voting shall be by those eligible members in attendance at approved meetings of the membership.

Section D – No vote of the general membership shall be taken on a matter, *until the issue and any arguments in favor of, or against, have been published in the ATCA Newsletter at least 30 days prior to the date of the vote.*

ARTICLE X LIABILITY

The ATCA being a duly incorporated organization under the laws of the State of Kansas, and its employees, directors, officers and members shall not be held liable or responsible for any events (i.e.: accidents, damages, disputes, thefts, etc.) which might occur in association with any ATCA activity.

This section is not intended to imply that any individual may be exculpated from any personal liability resulting from their own misconduct or negligence.

ARTICLE XI ANNUAL AUDIT

Section A- The financial accounts of the ATCA shall be audited at least annually.

Section B – The scope of the audit shall be determined by the Board of Directors.

Section C – The annual financial statement, as determined by the audit, shall be summarized in an official, Board approved report published on the ATCA Web Site.

ARTICLE XII BONDING

The Secretary/Treasurer and any other individuals as the Board of Directors deems necessary shall be covered by a bond in an amount to be determined by the Board.

ARTICLE XIII DISSOLUTION

Section A – The ATCA shall use its funds only to accomplish the objectives specified in these bylaws.
Section B – Upon dissolution of the ATCA, any funds or other assets remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

REVISION HISTORY:

AS OF: SEPTEMBER 2020
RE: INCLUSION OF THE REGISTERED LOGO EXCLUSION OF PROXY VOTING PROCEDURES BOARD APPROVED EDITING OF GRAMMAR

AS OF: JULY 2023
ADDED ARTICLE VII SECTION D TO INCLUDE THE ATCA INVESTMENT ACCOUNT(S)

Rev. 7/1/23