

# NATIONAL ASSOCIATION OF MINIATURE ENTHUSIASTS

## CODE OF REGULATIONS

### PREAMBLE

The National Association of Miniature Enthusiasts shall be operated exclusively for charitable and educational purposes. The aim and purpose of the National Association of Miniature Enthusiasts, herein referred to as NAME, shall be to stimulate and enhance the interest and understanding of the general public in the construction and collection of miniatures as historical and creative art forms; to provide instruction and training to those members of the general public and those interested in miniature building and collecting through publications, workshops, permanent and temporary exhibitions, programs, conferences and conventions; to recognize outstanding achievement in the creation and promotion of miniatures as an art form; to stimulate the exchange of information through the support of regional groups of persons interested in miniature building and collecting; and to develop a permanent collection and museum devoted to the art and history of miniatures for the benefit of the general public.

This Code of Regulations herein shall be referred as the Bylaws of NAME.

### SECTION 1: MEMBERSHIP

#### SECTION 1.1: ELIGIBILITY

##### Section 1.1 (1) Initial Members

The initial members of this Corporation shall be those persons who are enrolled as members of the predecessor of the Corporation, i.e., an unincorporated association known as National Association of Miniature Enthusiasts, as of its date of incorporation.

##### Section 1.1 (2): New Members

Any person who:

- (a) is a collector or builder of miniatures of any category, or who is interested in the construction, collection, history or study of miniatures; and
- (b) supports the education and charitable purposes of this Corporation.

##### Section 1.1 (3): Certificate of Membership

A Certificate of Membership, signed by the President and First Vice President/President Elect of the Corporation, together with a membership card, shall be issued to individual members upon initial payment of dues to the Corporation.

##### Section 1.1 (4): Revocation of Membership

The NAME Board of Trustees reserves the right to revoke the membership of any member who behaves in a manner which violates NAME's Code of Ethics. These violations include but are not limited to theft and assault as defined by the laws of the state in which the violation occurred.

#### SECTION 1.2: ANNUAL DUES

##### Section 1.2 (1): Amount

The levels of membership and the amount of annual dues, which all active members shall be required to pay, shall be determined by a two-thirds (2/3) vote of the Board of Trustees four (4) months prior to the Annual National Business Meeting of the Corporation.

##### Section 1.2 (2a): Family Plan

The Corporation shall provide a family plan for additional members of a household residing at the same address if a member has paid full dues, has been granted Academy of Honor membership or has purchased a Life membership in NAME. The annual dues for a family member shall be determined by a two-thirds (2/3) vote of the Board of Trustees four (4) months prior to the Annual National Business Meeting. Payment of family member dues entitles a family member to primary membership, but only one copy of the *Miniature Gazette* shall be provided to that household.

##### Section 1.2 (2b): Youth Membership

The annual dues for membership eighteen (18) years or younger, shall be offered at a discount amount to be determined by the Board of Trustees provided that the youth is not included in a family membership.

**Section 1.2 (2c): Student Membership**

The annual dues for a student membership eighteen (18) to twenty-five (25) years of age shall be equal to the current rate of youth membership, provided the student is not included in a family membership. Student Membership shall be annual dues payment and shall include a copy of current student ID from a recognized college/university, junior college or technical school.

**Section 1.2 (3): Lapsed or Dropped Membership**

An individual member dropped from membership for nonpayment of dues may be re-installed upon payment of the current dues. If lapsed membership has occurred for one year or longer that year or years shall not be included in the count of continuous membership.

**Section 1.2 (4): Due Date**

Annual dues shall cover a period of twelve (12) months.

**SECTION 1.3: ANNUAL NATIONAL BUSINESS MEETING**

**Section 1.3 (1): Date and Place**

The Annual National Business Meeting of this Corporation shall be held at such date and place as approved by the Board of Trustees. Notice of this meeting shall be published at least sixty (60) days prior to the date of the meeting in the *Miniature Gazette* or in such other manner as determined by the Board of Trustees.

**Section 1.3 (2): Purpose**

The Annual National Business Meeting shall be for the purpose of receiving reports of the Board of Trustees, Regional Coordinators and Chairmen, and for transacting any other business of the Corporation that may arise.

**SECTION 1.4: SPECIAL BUSINESS MEETING**

**Section 1.4 (1): Authorization**

A Special Business Meeting may be called by a majority vote by the Board of Trustees of this Corporation or upon the petition of either a majority of Regional Coordinators or ten (10) percent of the membership.

**Section 1.4 (2): Date and Place**

Upon authorization, the Special Business Meeting shall be held at such date and place as designated by the Board of Trustees. Notice of all Special Business Meetings shall be published at least thirty (30) days prior to the date of such meeting in the *Miniature Gazette* or in such other manner as the Board of Trustees deems appropriate.

**SECTION 1.5: VOTING**

**Section 1.5 (1): Right to Vote**

Voting members at the Annual National Business Meeting and all Special Business Meetings shall be all qualified members and each such member shall have one vote. There shall be no proxy voting at the Annual National Business Meeting or Special Business meeting.

**Section 1.5 (2): Qualified Members**

A qualified member is an individual who holds active membership in this Corporation.

**SECTION 1.6: QUORUM**

Two-thirds (2/3) of the qualified members present at the Annual National Business Meeting or any Special Business Meeting for which due notice was given shall constitute a quorum.

**SECTION 2: BOARD OF TRUSTEES**

**SECTION 2.1: DUTIES**

The Board of Trustees is the governing body of the Corporation and shall have full power and authority over the affairs of the Corporation, except for matters which require a vote of members at the Annual National Business Meeting, such as the amendments of the Corporation's Articles of Incorporation or Code of Regulations.

## **SECTION 2.2: NUMBER**

The Board of Trustees shall consist of no less than ten (10) or more than sixteen (16) members. The initial number of Trustees shall be twelve (12).

## **SECTION 2.3: COMPOSITION**

The Board of Trustees shall be composed of the President, First Vice President/President Elect, Second Vice-President, Secretary and Treasurer of the Corporation, who shall be elected by the members in accordance with Section 3.1. The Board shall also include the immediate Past President and no less than four (4) or more than 10 (10) Members at Large.

## **SECTION 2.4: ELECTION OF TRUSTEES**

The First Vice-President/President Elect, Second Vice president, Secretary, Treasurer and Members at Large elected by the membership shall be elected in the even numbered years. The Past President shall serve by virtue of his or her prior office as President. The remaining positions on the Board of Trustees shall consist of no less than four (4) or more than ten (10) Members at Large. One half of the Members at Large shall be elected by the membership for a term of two (2) years. The remaining Members at Large shall be elected by the members of the Board of Trustees for a term of two (2) years. The Members at Large elected by the Board of Trustees shall be elected in the odd numbered years.

Members at Large elected by the membership and the Board of Trustees shall have been a member of NAME for thirty-six (36) months of consecutive membership by the nomination deadline of October 15 of the nomination year to be eligible to become a candidate for a position on the Board of Trustees.

Members at Large shall be assigned duties to assist the Board of Trustees. These duties may include, but are not limited to, Long Range Planning, Special Events, Office Liaison, Marketing, Publicity, Convention/Houseparty Liaison, Regional Coordinator Liaison, Club Liaison, Fundraising or Information Technology Liaison.

## **SECTION 2.5: TERM OF OFFICE**

The officers of the Board shall serve as Trustees during the terms of their office, except for the immediate Past President who shall serve for one (1) term of two (2) years. Should a President reach the twelve (12) year term limit at the mid two (2) year term he/she shall finish that term. The Members at Large shall serve a term of two (2) years and may be elected to a second two (2) year term. Members of the Board of Trustees shall serve no more than twelve (12) consecutive years. After being off the Board of Trustees for one (1) year a person may be eligible for re-election. If a Board member, elected by the membership, resigns a new member shall be elected to fill the position by the Board until the next election by the membership.

## **SECTION 2.6: BOARD MEETINGS**

### Section 2.6 (1): Regular Meetings

The Board of Trustees shall have no less than six (6) regular meetings per year, one of which shall be in conjunction with the Annual National Convention. In the event that in any year an Annual National Convention is not held the normal business of the Corporation shall be conducted in the usual manner. Other meetings may be held by conference call.

### Section 2.6 (2): Special Meetings

Special Meetings may be called by the President or upon written request of a majority of the members of the Board of Trustees. Special meetings may be held by conference call.

### Section 2.6 (3): Quorum

Two-thirds (2/3) of the members of the Board of Trustees shall constitute a quorum.

### Section 2.6 (4): Action without a Meeting

In the event that action must be taken between Board of Trustee meetings, such action may be conducted by on-line voting. Such meetings shall be implemented by the president with notice to all Board members at least 72 hours, or less if all Board members have responded, prior to voting. Action taken under this provision shall be affirmed at the next regular meeting and included in the record of the meeting.

## **Section 2.7: REMOVAL FROM OFFICE**

The Board of Trustees, by a two-thirds (2/3) vote of the current number of Trustees, shall have the authority to remove, with or without cause, any officer or member of the Board of Trustees. This action shall require prior notice, in writing, to all parties concerned, not less than ten (10) days prior to such action.

## **Section 2.8: ACCOUNTABILITY**

The Board of Trustees shall be accountable to the membership for the management and operation of the Corporation and shall make an annual report to the membership.

**Section 2.9: RELATIONSHIPS**

No member of the Board of Trustees shall be related to or employed by another member of the current Board of Trustees. No employee of NAME shall serve as a member of the Board of Trustees.

**SECTION 3: OFFICERS**

**SECTION 3.1: ELECTIONS AND APPOINTMENTS**

Section 3.1 (1): Elected Officers

The elected officers of this Corporation shall be President, First Vice-President/President Elect, Second Vice President, Secretary and Treasurer. These officers shall also serve as officers of the Board of Trustees. The office of President shall be unopposed on the slate in the biennial election.

Section 3.1 (2): Historian

The President shall appoint, with approval of the Board of Trustees, an Historian who shall serve an indefinite term.

**SECTION 3.2: TERM OF OFFICE**

Elected officers shall hold offices for a term of two (2) years or until their successors are elected. No elected officer shall serve for more than one (1) term, with the exception of the Treasurer who may serve two (2) consecutive terms. Officers shall assume office at the close of the Annual National Business Meeting at which their election has been announced.

**SECTION 3.3: ELIGIBILITY**

To be eligible for an office a candidate shall have been a member of this Corporation for at least thirty-six (36) months of consecutive membership in NAME by the nomination application deadline of October 15 of the nomination year to be a candidate for a position on the Board of Trustees. To be eligible for the office of First Vice President/President Elect a candidate shall have served at least one (1) full two (2) year term on the Board of Trustees, past or present. To be eligible for the office of Treasurer, a candidate must possess demonstrable accounting and/or financial management expertise.

**SECTION 3.4: VACANCIES IN OFFICE**

Section 3.4 (1): Presidential Succession

Should the President vacate office, the 1st Vice President/ President Elect shall become President for the remainder of the term and then becomes Immediate Past President.

No President shall serve more than two consecutive years. Should the President vacate office he/she is ineligible to serve as Immediate Past President.

Section 3.4 (2): First Vice Presidential and Second Vice Presidential Succession

If for any reason the office of First Vice President/ President Elect is vacated the vacancy shall be filled by a 2/3rd vote of the remaining members of the Board of Trustees for the unexpired term. This Board of Trustee elected member shall then succeed the President at the end of the unexpired term. The Board of Trustees may elect a current board member who meets the eligibility requirements, a past board member who meets the eligibility requirements or the Second Vice President, if willing, providing he/she meets the eligibility requirements.

If not, the Second Vice President remains in place. Should the 2nd Vice President be elected by the

Board of Trustees to move to the First Vice President/ President Elect, the vacancy shall be filled by a 2/3rd majority vote for the unexpired term.

Section 3.4 (3): Simultaneous Vacancies

If the office of President and First Vice President/ President Elect become vacant simultaneously, the following order of events and conditions apply:

(a) The Board of Trustees shall fill the position of First Vice President/President Elect per Section 3.4 (2). This person will automatically become President under Section 3.4 (2).

(b)The Board of Trustees shall fill the now vacant position of First Vice President/President Elect per Section 3.4(2).

Section 3.4 (4): Immediate Past President Succession

Should the Immediate Past President be unable to serve the full term, a former President shall be appointed to fulfill the term of Immediate Past President by two-thirds (2/3) vote of the remaining members of the Board of Trustees.

### **SECTION 3.5: DUTIES OF OFFICE**

Section 3.5 (1): President

The President shall be the Chief Executive Officer of the Corporation and shall preside at the Annual National Business meeting and at all Board of Trustee meetings. The President shall appoint chairmen and members of Standing Committees and Special Committees, with approval of the Board of Trustees, and be ex-officio member of all committees except the Nominating Committee. The President may delegate to the Vice-Presidents responsibility for working with any or all committees except the Nominating Committee. The President shall co-sign the Certificate of Membership.

Section 3.5 (2): Vice-Presidents

The Vice-Presidents shall assist the President in his or her duties and, in order of their office, perform the duties of the President in the absence of the President. The First Vice President/President Elect shall act as Liaison to the Board for the Long Range Planning Committee and shall be a voting member of that committee.

The Second Vice President shall serve as Membership Chairman.

Section 3.5 (3): Secretary

The Secretary shall perform the duties usually pertaining to that office, except those duties assigned to the National Business Office. These duties shall include taking minutes of all Board of Trustee meetings and the Annual Business Meetings. The minutes shall include all items discussed and motions passed or failed. The Secretary shall conduct correspondence as directed by the President.

Section 3.5 (4): Treasurer

The Treasurer shall perform the duties usually pertaining to that office except those duties assigned to the National Business Office. These duties shall include serving as Chairman of the Finance Committee, preparing a financial report for all Board of Trustee meetings, working with the National Business Office on the administration of funds and making an annual report at the National Business Meetings. The annual report shall be based on a review or audit performed by a certified public accountant at the end of the fiscal year. The records shall always be open for inspection upon appointment with the National Business Office. The Treasurer shall notify the Board of Trustees, in writing, of any discrepancies found in any financial reports.

### **SECTION 4: EXECUTIVE COMMITTEE**

#### **SECTION 4.1: MEMBERS**

The Executive Committee to the Board of Trustees shall consist of the duly elected officers of the Corporation. The duties of the Executive Committee shall be to act in an advisory capacity to the President and to decide matters of immediate importance between meetings of the Board of Trustees. The Committee shall perform all other duties assigned by the Board of Trustees and shall render a full report of its acts at the next meeting of the Board of Trustees. A quorum shall consist of the entire Committee and a unanimous vote is required for any action. The President shall serve as Chairman.

### **SECTION 5: STANDING COMMITTEES**

### **SECTION 5.1: COMMITTEES**

The Standing Committees shall be Convention and Houseparty, Finance, Membership, Clubs, Museum, Nominating, Bylaws, Regional Coordinator, Founders' Award Selection, Academy Of Honor and Mell Prescott Selection, Regional Ambassador Selection, President's Award Selection, and Benefactors Award Selection and Estate Acquisition, Endowment 2000 Committee, Endowment 2000 Investment Committee and other committees as are necessary to conduct the business of the Corporation.

### **SECTION 5.2: CONVENTION AND HOUSEPARTY**

The Annual National Meeting of NAME shall be known as the National Convention. A Steering Committee shall function as a planning committee for the National Convention. The Chairman of the Steering Committee shall be appointed by the President with approval of the Board of Trustees. The Chairman shall function as outlined in the guidelines of the NAME Convention and Houseparty Manual.

Meetings of NAME held in a particular Region shall be known as a Houseparty. The Chairman of the Steering Committee for a Houseparty shall be appointed by the President with approval of the Board of Trustees and shall function as outlined in the guidelines in the NAME Convention and Houseparty Manual.

### **SECTION 5.3: FINANCE**

The Finance Committee shall consist of the Treasurer as Chairman and other such members as set by the Board of Trustees. Committee members shall make and recommend to the Board of Trustees and the members of the Corporation an annual budget and shall execute the financial instructions of the Board of Trustees. The Committee shall study and make recommendations to the Board of Trustees regarding financial situations of the Corporation.

### **SECTION 5.4: CLUBS**

The Club Committee shall be responsible for all that apply to growth in the number of Clubs.

### **SECTION 5.5: MUSEUM**

The Museum Committee shall arrange all details in the establishment and maintenance of a Museum at National Headquarters.

### **SECTION 5.6: NOMINATIONS AND ELECTIONS**

#### Section 5.6 (1): Nominating Committee

The Nominating Committee shall consist of five (5) members who shall be from different Regions and selected by the Board of Trustees. The Committee shall select the Chairman from the members of the Committee. The Chairman and Committee shall serve one term.

#### Section 5.6 (2): Nominations

Section 5.6 (1) and 5.6 (2) of the Code of Regulations and the names of the Nominating Committee shall be published in the Miniature Gazette prior to the deadline for nominations.

Nominations from NAME clubs and members in good standing shall be sent to the Chairman of the Nominating Committee for the offices of First Vice-President/President Elect, Second Vice-President, Secretary, Treasurer and the member elected Members at Large of the Board of Trustees. Nominations shall be received by the Chairman of the Nominating Committee postmarked emailed by October 15 prior to biennial election.

The Nominating Committee shall submit a slate of at least one (1) candidate for each office except that of President.

For officers, the Nominating Committee shall place on the slate all candidates meeting the requirements of the Code of Regulations with specific reference to Sections 2.4 and 2.9. Additionally, every attempt shall be made to ensure that not more than two members (including the President) from any one region shall serve at the same time. If suitable candidates are not identified from different regions, there may be no more than three members from any one region.

For Members at Large, the Nominating Committee shall place on the slate all candidates meeting the requirements of the Code of Regulations with specific reference to Sections 2.4 and 2.9.

The Chairman of the Nominating Committee shall direct the Committee to contact nominees for a brief written resume and statement of their goals for NAME.

The Chairman of the Nominating Committee shall submit the slate of nominees to the Board of Trustees by November 30.

The slate of candidates, with a condensed resume and statement of goals for NAME, shall be published in the March/April issue of the *Miniature Gazette* for a vote by the membership.

**Section 5.6 (3): Agreement to Serve**

The Nominating Committee shall not offer any candidate for election who has not agreed to serve if elected.

**Section 5.6 (4): Election**

Election shall be conducted by written ballot or electronic ballot, which shall include space for a write-in candidate and shall appear in the March/April issue of the *Miniature Gazette* each election year along with instructions for electronic voting, if provided as an alternative voting method. The ballot is to be returned to an independent body, appointed by the Board of Trustees for tallying. Election shall be by plurality vote. There shall be only one (1) ballot per member, regardless of the method of voting chosen. The results are to be announced at the Annual National Business Meeting each election year.

**Section 5.6 (5): Ballots/Written**

Written ballots, or a photocopy thereof, shall be returned in an envelope addressed to NAME-BALLOT at the address of the National Business Office and bearing the name and address of the voting member. There shall be only one (1) ballot per envelope. Envelopes without the NAME-BALLOT address and containing a ballot shall be deemed illegal but shall be saved along with the envelope for future reference. Ballots with the proper designation on the envelope shall be opened in the presence of those tallying the votes and as many as the Board of Trustees appoints.

**Section 5.6 (6): Ballots/Electronic:**

Electronic ballots shall be submitted as required by the balloting application chosen by the Board of Trustees. There shall be only one (1) ballot per member regardless of the method of voting chosen.

**SECTION 5.7: BYLAWS**

The Bylaws Committee shall consist of seven (7) voting members: a past Regional Coordinator, two (2) dealers and four (4) members at large appointed by the President and approved by the Board of Trustees. Each voting member shall be from a different Region. The immediate Past President be a non-voting member and the Parliamentarian may act as advisor. The Bylaws Committee shall propose and receive from members proposed changes to the Code of Regulations. The Chairman shall see that the changes are published in the May/June issue of the *Miniature Gazette*. Deadline for receiving proposed changes to the Code of Regulations from members shall be December 1. The Bylaws Committee shall periodically review the Code of Regulations. No bylaw change shall be acted upon until they have been published in the *Miniature Gazette*.

**SECTION 5.8: REGIONAL COORDINATORS FOUNDERS' AWARD**

The Regional Coordinators Founders' Award Committee shall select the recipient of the Regional Coordinators Founders' Award according to NAME Board Policy. The President shall appoint the Chairman and the Selection Committee of five (5) members including the Chairman, with approval of the Board of Trustees. The term for serving on the committee shall be four (4) years. The Selection Committee shall present their selections to the Board of Trustees for approval. Nomination forms may be requested from the Chairman or downloaded from the NAME web site. The forms shall be returned to the Chairman by the deadline, June 1.

**SECTION 5.9: ACADEMY OF HONOR AND MELL PRESCOTT SELECTION COMMITTEE**

The Academy Of Honor Committee shall select the recipients for the Academy Of Honor and the Mell Prescott Awards according to the guidelines of the Academy Of Honor. The Board of Trustees shall approve the Chairman and the Selection Committee of five (5) including the Chairman. The nomination submission dates shall be published in the *Miniature Gazette*. The Selection Committee shall present their selections to the Board of Trustees for approval.

**SECTION 5.10: REGIONAL AMBASSADOR AWARD SELECTION COMMITTEE**

The Regional Ambassador Award Selection Committee shall select the recipient of the Regional Ambassador Award from resumes sent to the Regional Coordinator and following the approved guidelines. The Committee shall consist of the Regional Coordinator as Chairman from his/her Regional and two (2) members from the Region appointed by the Regional Coordinator. The Selection Committee shall present their selection to the Board of Trustees for approval.

**SECTION 5.11: PRESIDENT'S AWARD SELECTION COMMITTEE**

The President's Award Selection Committee shall select the President's Award from the recipients of the Regional Ambassador Awards, following the approved guidelines. The Committee shall consist of the President and at least three (3) but not more than five (5) members approved by the Board of Trustees.

## **SECTION 5.12: BENEFACTOR AWARD SELECTION COMMITTEE**

The Benefactor Award Selection Committee shall select the recipient of the Benefactor Award according to the NAME Board Policy. The Benefactor Award shall be given to those manufacturers, distributors, publishers, and members who have supported and given generously to NAME. The Committee shall be the Business Liaison to the Board as Chairman and three (3) members approved by the Board of Trustees. The Business Liaison shall present the proposed recipient to the Board of Trustees for approval.

## **SECTION 5.13: MEMBERSHIP COMMITTEE**

The Membership Committee shall review and make recommendations on membership issues as approved by the Board of Trustees. The Membership Committee shall follow the approved guidelines and shall select the NAME Region with the highest increase in growth and shall present that region as the proposed recipient of the Membership Award to the Board of Trustees for approval.

## **SECTION 5.14: ESTATE ACQUISITION COMMITTEE**

The President shall appoint, with the approval of the Board of Trustees, a Chairman and at least five members. The Committee shall manage all estates bequeathed or donated to NAME. The Board of Trustees shall have final approval on all distributions of the bequeathed or donated estates. Monies earned from the sale or distribution shall be placed in the General Fund of NAME.

## **SECTION 5.15: ENDOWMENT 2000 COMMITTEE AND ENDOWMENT 2000 INVESTMENT COMMITTEE**

SECTION 5.15 (1): Endowment 2000 Committee and Endowment 2000 Investment Committee

Endowment 2000 is a permanently restricted endowment established to provide a continuing long-term source of income to support the educational programs of the association. The principal value of the endowment fund shall be held in perpetuity. Definition: Restricted Endowments have their principal held in perpetuity, while the earnings from the invested assets are expended per the donor's specification.

The management group for The Endowment 2000 shall be comprised of two (2) committees, The Endowment 2000 Committee and The Endowment 2000 Investment Committee. These committees and the Board of Trustees shall follow the non-profit Federal laws and State regulations of Indiana.

A minimum of \$100,000.00 shall remain in low risk, FDIC insured investments. All funds in excess of \$100,000.00 shall be invested as directed by the Endowment 2000 Investment Committee with approval of the Board of Trustees.

Income from the investments of The Endowment Fund may be used for funding educational programs of the association. Any use of the income shall be approved by the Board of Trustees.

Section 5.15 (2): Endowment 2000 Committee

The Endowment 2000 Committee shall be comprised of the President, the Treasurer and three (3) non-Board members. One of the non-board members shall serve as Chairman. The Endowment 2000 Committee shall develop and implement an annual plan, to solicit funds, research and write grants, to grow The Endowment 2000 funds. The non-board members shall be knowledgeable in fundraising and /or grant writing and endowment rules and regulations.

Section 5.15 (3): The Endowment 2000 Investment Committee

The Endowment 2000 Investment Committee shall be comprised of the President, the Treasurer and three (3) non-Board members. One of the non-board members shall serve as Chairman. Non-Board members shall have familiarity with basic investment strategies and with endowment rules and regulations. The Endowment 2000 Investment Committee shall provide an annual report of all funds and investments to the Board of Trustees, a copy of which shall be retained at the NAME Office in perpetuity.

## **SECTION 6: AWARDS**

### **SECTION 6.1: AWARDS FUNDING**

All awards shall be funded and operated as an activity of the Corporation and approved by the Board of Trustees.

### **SECTION 6.2: REGIONAL COORDINATOR FOUNDERS' AWARD**

The Regional Coordinator Founders' Award is to recognize a NAME member in good standing who has served as a Regional Coordinator with outstanding ability and attitude toward promoting their Region and the miniature hobby. Those to be honored each year shall be no more than three (3) and shall have been approved by the Board of



Trustees. Nomination submission due date shall be posted in the *Miniature Gazette*. The Regional Coordinators Founders' Award shall be given at the Annual National Convention.

### **SECTION 6.3: ACADEMY OF HONOR AND MELL PRESCOTT AWARDS**

The Academy Of Honor Award and Mell Prescott Award shall be established to honor NAME members whose talent, service, leadership and achievement have helped determine and preserve the art of miniatures, to establish and promote educational and philanthropic endeavors in the field of miniatures. The Academy Of Honor Selection Committee, in accordance with the approved guidelines of the Academy Of Honor, shall announce the recipient of the Academy Of Honor and Mell Prescott Awards at the Annual National Convention.

### **SECTION 6.4: REGIONAL AMBASSADOR AWARDS**

The Regional Ambassador Awards are to recognize NAME members within NAME Regions who have shown outstanding efforts to promote NAME and public awareness of miniatures and the miniature hobby. One member within the Region shall receive the Ambassador Award each year. Nomination submission due dates shall be published in the *Miniature Gazette*. The recipients of the Regional Ambassador Awards shall be announced at the Annual National Convention.

### **SECTION 6.5: PRESIDENT'S AWARD**

The President's Award is to recognize the member who has shown outstanding support of NAME and the miniature hobby. The recipient shall be chosen from the recipients of the Regional Ambassador Awards and shall be recognized at the Annual National Convention.

### **SECTION 6.6: BENEFACTOR AWARD**

The Benefactor Award is to recognize those manufacturers, distributors, publishers, and members who have consistently and generously made contributions to NAME. One Benefactor Award shall be given each year at the Annual National Convention.

## **SECTION 7: ORGANIZATION AND OPERATION OF CLUBS**

### **SECTION 7.1: MEMBERS**

- (a) A club may be organized by five (5) or more NAME members
- (b) All newly formed chartered clubs shall be one hundred percent (100%) NAME members.
- (c) All new club members shall be NAME members or shall become such within one year of joining a chartered club. Status of all club members joining prior to 1990-91 shall remain unchanged.

### **SECTION 7.2: GOVERNING INSTRUMENT OF CLUBS**

Clubs shall adopt their own governing instrument, which shall not conflict with the purpose Code of Regulations of this Corporation. Clubs shall accept the Code of Regulations, seal and insignia of the Corporation.

### **SECTION 7.3: CLUB DUES**

Clubs may regulate the amount of annual dues paid by their members for club use.

### **SECTION 7.4: CLUB ELECTION**

The election of officers or liaison officers and the date of election in all clubs must be reported immediately to the National Business Office.

### **SECTION 7.5: JUNIOR CLUBS**

Junior Clubs may be formed by any NAME club. Such Clubs shall be under the supervision of a Senior Advisor from any Club of the Corporation.

### **SECTION 7.6: NATIONAL DUES**

All annual dues of the Corporation collected by Club Treasurers shall be sent to the National Business Office. Clubs shall submit an alphabetical list of names and addresses to whom dues shall be credited.

### **SECTION 7.7: FEDERAL INCOME TAX EXEMPTION**

Section 7.7 (1): Exemption

The National Business Office will provide all Clubs with notice of the procedure to be followed to permit a Club to be covered by the Corporation's Group Exemption. Any Club wishing to be listed as a local Club under the Corporation's group ruling must comply with all the procedures indicated by the National Business Office in a timely fash-

ion. Each Club shall be subject to the general supervision and control of the Corporation, to the degree required by the Internal Revenue Service for the local Clubs of a central organization covered by the central organization's group exemption.

**Section 7.7 (2): Reporting**

Each Club, whether or not covered by NAME's group ruling, will bear the responsibility for making its annual reports to the IRS, if required. Although the National Business Office will notify the Clubs of the annual reporting requirements for Federal tax purposes, if a Club is required to file a return on Form 990 or Form 990-PF, the preparation and filing of such return will be the sole responsibility of each Club.

**SECTION 8: REGIONAL COORDINATORS**

**SECTION 8.1: REGIONS**

Clubs and individual members of NAME shall be grouped in Regions under the supervision of Regional Coordinators. The number of regions shall be determined by the Board of Trustees.

**SECTION 8.2: APPOINTMENT AND RELEASE**

**Section 8.2 (1): Appointment**

Members of a Region may submit suggestions for a Regional Coordinator to the Board of Trustees. The Board of Trustees shall appoint the Regional Coordinator, whose term is two (2) years. A Regional Coordinator may be appointed for two (2) consecutive terms. After two (2) years out of the position as a Regional Coordinator, a past Regional Coordinator may be re-appointed with term limits as listed above.

**Section 8.2 (2): Release**

The Board of Trustees, by a two-thirds (2/3) vote of the current number of Trustees, may release a Regional Coordinator, with or without cause, provided that previous notice has been given, in writing, to all parties concerned, not less than ten (10) days prior to action.

**SECTION 8.3: DUTIES**

The duties of the Regional Coordinators shall be:

- (a) To encourage formation of new clubs and individual members.
- (b) To appoint State and Area Representatives as needed to promote interest in the Corporation. For affirmation, the names, prior to appointment, shall be given to the Regional Coordinator Liaison who shall present the names to the Board of Trustees for approval. To provide a report to the Corporation at the Annual National Convention on the work accomplished in the Regions.
- (c) To incur no expense or obligate the Corporation in any way without prior approval of the Board of Trustees.

**SECTION 9: EXECUTIVE DIRECTOR**

**SECTION 9.1: EMPLOYMENT AND RELEASE**

**Section 9.1 (1): Employment**

An Executive Director may be hired at the discretion of the Board of Trustees

**Section 9.1 (2): Release**

The Board of Trustees, by a two-thirds (2/3) vote of the current number of Trustees, shall have the authority to release, with or without cause, the Executive Director, provided that written notice has been given to the entire Board and the Executive Director not less than fifteen (15) days prior to the action.

**SECTION 9.2: ACCOUNTABILITY**

The Executive Director shall be accountable to the Board of Trustees through the President and shall be bonded by the Corporation.

**SECTION 9.3: DUTIES**

The Executive Director works at the direction of the Board of Trustees. Accurate accounts shall be kept of all receipts and disbursements. Funds shall be deposited in the name of the Corporation in banking institutions approved by the Board of Trustees.

**SECTION 10: MINIATURE GAZETTE**

### **SECTION 10.1: NAME**

The official publication of this Corporation is the *Miniature Gazette*, published a minimum of four times annually. The publication shall promote the educational purposes of the Corporation by promoting an understanding of miniatures as a creative and historic art form, by serving as a clearinghouse for the exchange of information and ideas of interest to all miniature enthusiasts and by reporting the activities of the Corporation.

### **SECTION 10.2: DISTRIBUTION**

The *Miniature Gazette* shall be sent to all members whose dues have been paid to the Corporation.

### **SECTION 10.3: EDITOR**

Section 10.3 (1): Employment

The Editor of the *Miniature Gazette* shall be employed as an independent contractor and shall report to the President.

Section 10.3 (2): Policy

The Board of Trustees shall establish and direct the policies of this publication.

Section 10.3 (3): Duties

It shall be the duty of the Editor to assemble and prepare for publication such material available which will further the knowledge of miniatures and best serve the aims of the Corporation as outlined by the Board of Trustees. The Editor shall make a report to the membership at the Annual National Business Meeting.

Section 10.3 (4): Release

The Board of Trustees, by a two-thirds (2/3) vote of the current number of Trustees, shall have the authority to release the Editor and/or Assistant Editor, with or without cause, provided that previous notice has been given, in writing, to all parties concerned, not less than ten (10) days prior to the action.

## **SECTION 11: PARLIAMENTARY AUTHORITY**

### **SECTION 11.1: GOVERNING AUTHORITY**

Robert's Rules of Order, Newly Revised, or the current issue, shall govern the meetings of this Corporation in all cases in which they are not inconsistent with the provisions of the Nonprofit Corporation Laws of the State of Indiana and this Code of Regulations.

### **SECTION 11.2: PARLIAMENTARIAN**

A registered or certified Parliamentarian shall be appointed by the President and approved by the Board of Trustees to serve at the Annual National Business Meeting and to advise the Corporation as appropriate. The Parliamentarian may serve as advisor to the Bylaws Committee.

## **SECTION 12: FISCAL YEAR**

### **SECTION 12.1: ACCOUNTING FISCAL YEAR**

The fiscal year of the Corporation shall end on May 31 of each year. The accounting fiscal year shall apply for purposes of maintaining the Corporation's books and records, the preparation of financial statements and reports and reporting to the Internal Revenue Service and other state and local agencies.

## **SECTION 13: INDEMNIFICATION**

### **SECTION 13.1: INDEMNIFICATION BY THE CORPORATION**

To the extent not inconsistent with applicable law, every person (and the heirs and personal representatives of such person) who is or was a Director, Trustee or other officer of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by her or him in connection with or resulting from any claim, action, suit or proceeding (a) if such person is wholly successful with respect there of or, (b) if not wholly successful, then if such person is determined as provided in Section 13.3 to have acted in good faith, in what he or she reasonably believed to be in the best interests of the Corporation (or, in any case not involving the person's official capacity with the Corporation, in which he or she reasonably believed to be not opposed to the best interests of the Corporation) and, in addition, with respect to any criminal action or proceeding, is determined to have had

reasonable cause to believe that the conduct was lawful (or no reasonable cause to believe that the conduct was unlawful). The termination of any claim, action, suit or proceeding, by judgment, settlement (whether with or without court approval), or conviction or upon a plea of guilty or nolo contendere, or its equivalent, shall not create a presumption that a person did not meet the standards of conduct set forth in this Section 13.

### **SECTION 13.2: DEFINITIONS**

(a) As used in this Section 13, the terms “claim, action, suit or proceeding” shall include any threatened, pending or completed claim, action, suit or proceeding and all appeals thereof (whether brought by or in the right of this Corporation, any other corporation or otherwise), civil, criminal, administrative or investigative, whether formal or informal, in which a person (or her or his heirs or personal representatives) may become involved, as a party or otherwise:

(i) By reason of her or his being or having been a Director, Trustee or officer of the Corporation or of any corporation where he or she served as such at the request of the Corporation or

(ii) By reason of her or his acting or having acted in any capacity in a corporation, partnership, joint venture, association, trust or other organization or entity where he or she served as such at the request of the Corporation, or

(iii) By reason of any action taken or not taken by her or him in any such capacity, whether or not he or she continues in such capacity at the time such liability or expense shall have been incurred.

(b) As used in this Section 13, the terms “liability” and “expense” shall include, but shall not be limited to, council fees and disbursements and amounts of judgments, fines or penalties against, and amounts paid in settlement by or on behalf of a person.

(c) As used in this Section 13, the term “wholly successful” shall mean (i) termination of any action, suit or proceeding against the person in question without any finding of liability or guilt against her or him, (ii) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit or proceeding, or (iii) the expiration of a reasonable period of time after the making of any claim or threat of any action, suit or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

### **SECTION 13.3: ENTITLEMENT TO INDEMNIFICATION**

Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit or proceeding) shall be entitled to indemnification (a) if special independent legal counsel, which may be regular counsel of the Corporation or other disinterested person or persons, in either case selected by the Board of Trustees, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the “referee”), shall deliver to the Corporation a written finding that such person has met the standards of conduct set forth in the proceeding Section 13.1.

and (b) if the Board of Trustees, acting upon such written findings, so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions, which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he or she relies for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions or other evidence in any way relevant to the referee’s findings, that is within the possession or control of the Corporation.

### **SECTION 13.4: RELATIONSHIP TO OTHER RIGHTS**

The right of indemnification provided in this Section 13 shall be in addition to any rights to which any person may otherwise be entitled.

### **SECTION 13.5: EXTENT OF INDEMNIFICATION**

Irrespective of the provisions of this Section 13, the Board of Trustees may, at any time and from time to time, approve indemnification of Directors, Trustees, officers or other persons to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.

### **SECTION 13.6: ADVANCEMENT OF EXPENSES**

Expenses incurred with respect to any claim, action, suit or proceeding, may be advanced by the Corporation (by action of the Board of Trustees, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.

### **SECTION 13.7: PURCHASE OF INSURANCE**

The Board of Trustees is authorized and empowered to purchase insurance covering the Corporation's liabilities and obligations under this Section 13 and insurance protecting the Corporation's Directors, Trustees, officers or other persons.

### **SECTION 14: AMENDMENT**

#### **SECTION 14.1: AMENDMENT OF ARTICLES OF INCORPORATION AND CODE OF REGULATIONS**

The Articles of Incorporation and Code of Regulations of the Corporation may be amended at the Annual National Business Meeting of the Corporation or at a Special Business Meeting called for such purpose, by a two-thirds (2/3) vote of those voting members present at the meeting, provided that a copy of the proposed amendment has been distributed to all voting members present.

#### **SECTION 14.3: REVIEW OF AMENDMENTS**

A copy of the proposed amendments to the Corporation's Articles of Incorporation may be requested by any interested Club or individual member thirty (30) days prior to the Annual National Business Meeting or Special Business Meeting called for purposes of considering such amendment.

### **SECTION 15: DISSOLUTION**

#### **SECTION 15.1: DISTRIBUTION OF ASSETS**

In accordance with Article Seven of the Corporation's Articles of Incorporation, in the event of dissolution, all net assets of the Corporation shall be distributed exclusively to organizations described in Section 501 (c) (3) and 509 (a) (1), (2) or (3) of the Internal Revenue Code of 1986. Subject to the approval of the Board of Trustees, such distribution shall be made by the Regional Coordinators to such Sections 501 (c) (3) and 509 (a) (1), (2) or (3) organizations on a per-capita membership basis, but no part of the net assets of this Corporation may be distributed to or for the benefit of any individual member of the Corporation.

Amended July 2000  
Nashua, NH

Amended July 2009  
Indianapolis, IN

Amended July 2010  
Seattle WA

Amended July 2011  
Cleveland, OH

Amended July 2012  
Charlotte, NC

Amended July 2013  
Tucson, AZ

Amended July 2014  
St. Louis, MO

Amended July 2015  
Indianapolis, IN

Amended July 2016  
Seattle, WA

Amended July 2017  
Alexandria, VA

Amended August 2018  
Charleston, SC

Amended September  
2022 Indianapolis, IN