

TELEPHONE COLLECTORS INTERNATIONAL INC.

BYLAWS

As amended and effective 17 June 2023

Article 1. Offices

- 1.01 The office of the corporation shall be at 902 US Highway 50, Elmdale, Kansas 66850-9757.
- 1.02 The corporation shall also have offices in the locality where the secretary resides, where the books of the corporation shall be kept; and in the locality where the treasurer resides, where the financial records of the corporation shall be kept.

Article 2. Board of Directors

- 2.01 The board of directors (the board) shall manage the business and affairs of the corporation.
- 2.02 Each director shall be at least nineteen years of age.
- 2.03 The board shall consist of nine elected members, divided into three classes, with three members elected each year for a term of three years. A full term commences on July 1st of the year of the election and runs through June 30th three years later.
- 2.04 Elections of directors shall be conducted by ballot, which shall provide the opportunity for members to write in the name of any other member or members for whom they wish to vote. Election shall be by plurality of the votes cast. The results of the balloting shall be announced in the corporation's journal, *Singing Wires*.
- 2.05 Elected members of the board may not serve more than three consecutive full terms of office.
- 2.05.1 The Nominating Committee may request an exception to the aforementioned term limit be made for an incumbent Treasurer or Secretary due to their unique qualifications and responsibilities. A affirmative vote of two-thirds of the entire Board is required to adopt a motion allowing an incumbent Treasurer or Secretary to run as a candidate for an additional term as a Board Member.
- 2.06 A vacancy which occurs during an unexpired term shall be filled by the board until a successor can be nominated for the next annual election. At such election, the members of the corporation shall elect a person to fill the unexpired term.
- 2.07 Meetings of the board will normally be held approximately each month either in person (face-to-face), in conjunction with corporation-sponsored exhibitions (shows), or by telephone conference call.
- When by telephone conference call, the term "presence" in these bylaws shall include "presence" on the telephone conference call, and not be restricted to "face-to-face" presence.
- 2.08 At all meetings of the board, the presence of a majority of the entire elected board then in office shall constitute a quorum for the transaction of business. A majority of the directors present at the time and place of any meeting, although less than a quorum, may adjourn the same from time to

time without notice, until a quorum shall be present. Should a director be present and then leave a meeting resulting in less than a quorum being present, then the directors present shall adjourn until a quorum is present.

2.09 At all meetings of the board, each elected director present shall have one vote. The action of a majority of the elected directors present at any meeting at which a quorum is present shall be the act of the board.

2.10 Special meetings of the board may be held whenever called by the president or by three of the directors, at such time and place or manner as may be specified in the notice.

2.11 Notice of regular and of special meetings of the board shall be furnished to each board member in a manner calculated to give each director actual notice of the meeting, including the date, time, and location (where a face-to-face meeting is called). Notice may be given by email, by telephone call, or in writing by regular postal service delivery. Notice should be sufficiently in advance of the meeting to permit the directors to reflect on the business to be conducted and to arrange their affairs, insofar as possible, to attend. Notice should include the business to be conducted, and preferably include the proposed resolutions to be considered.

2.12 At meetings of the board, the president of the corporation shall preside, and in the president's absence, the vice president shall preside, and in the vice president's absence, a presiding officer pro tem shall be chosen by the members of the board. However, if the business of the meeting includes the removal of the president, the directors shall choose a director (other than the president) to preside at the meeting.

2.13 Members of the corporation may attend "face-to-face" meetings of the board except at such time as the board resolves to meet in executive session to discuss: the hiring, appointment, reappointment, or dismissal of personnel of the corporation; the denial of membership to an applicant; the necessity of holding a disciplinary hearing; any matter which will cause undue embarrassment to a member; or litigation or potential litigation. Members may also attend periodic meetings of the board held by telephone conference call. Such attendance shall be arranged in advance by a written request (email or postal) to the president outlining the reason(s) for attendance. Upon approval by the president, the secretary will provide said member(s) with directions for joining the conference call.

2.14 Any director may resign at any time by giving written notice to the secretary of the corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

2.15 A director may be removed for cause by action of the board.

2.16 The board may from time to time designate committees as it may deem desirable.

2.17 The board may appoint non-voting ex officio members from key committees with terms expiring each June 30. Ex officio members are not counted when determining a quorum of the board.

2.18 Meetings shall be conducted in accordance with the latest version of *Roberts Rules of Order*.

Article 3. Membership

3.01 Any person or organization sympathetic with the purposes of this corporation may apply for membership. Admission to membership shall be available without reference to race, ethnic origin, religion, age, gender, sexual orientation, or handicap. Membership numbers shall not be issued.

3.02 With the application for membership, the applicant shall submit dues for the year. Members joining after January will be entitled to have access to journals published earlier in the year. Thereafter, on or before January 1 of each year, the member shall submit annual dues. Annual dues shall be determined by resolution of the board.

3.03 Membership shall be terminated upon failure to pay dues, upon death, resignation, expulsion, or dissolution and liquidation of the corporation.

3.04 Expulsion of a member or other disciplinary action against a member shall be for cause only.

Cause shall include conduct unbecoming a member or prejudicial to the aims or repute of the corporation. Any prejudicial conduct brought to the attention of the president shall initially be evaluated by the president. Before sending a notice of charges, the president may suspend the member's privileges pending further proceedings. Disciplinary action must be preceded by notice of the charges in writing, which shall be sent to the member by certified mail return receipt requested. If no response is received within the time allotted therefore, the member will be deemed expelled by operation of these bylaws. If a written response is received, the president shall determine whether to suspend the member's privileges until a final determination is made by the board. The board shall then make a determination, based wholly upon the written documents, or if the member requests, upon the written documents and upon any oral representations and testimony of the member and/or any other person, and such testimony and information shall be given to a person designated by the board for that purpose. The board may determine to censure the member, suspend the member for a specific period of time, expel the member, or may require rescission and restitution in connection with sales or trades of old telephones or related items. If a member is expelled they shall be entitled to the refund of a pro-rata portion of their dues including the full month in which the expulsion occurred.

Article 4. Nominating Committee

4.01 A nominating committee of three members is elected each year at the same time directors are elected. One candidate shall be appointed by the board to serve as its representative. The current nominating committee will nominate two "at large" candidates from the members of the corporation. Once elected, the nominating committee shall elect its own chair from among its members.

4.02 It shall be the duty of the nominating committee to recommend to the members of the corporation election of persons as directors and as members of next year's nominating committee. The nominating committee shall recommend at least four but not more than six members for the three director positions of the corporation to be filled. Should the election of another director be required due to a vacancy (see article 2.06), then at least five but not more than seven members shall be nominated. Only two at large members shall be nominated for the nominating committee. Blanks shall be provided on ballots to enable members of the corporation to write in any name they may choose for director or for member of the nominating committee. The chair shall be responsible for coordinating the business of the committee in contacting and securing the consent and agreement

from the persons selected for nomination to the board and to next year's nominating committee. The committee shall obtain brief biographies, prepared by the candidates, along with photographs, to be forwarded to the editor of *Singing Wires* no later than February 25, for inclusion in the March issue without prior review and approval by the board or other officers.

4.03 The nominating committee's report shall be sent directly to the members of the corporation in the March *Singing Wires* journal each year. The nominating committee shall not place in nomination the name of any at large nominating committee member for the office of director. If the representative from the board is eligible for re-election, the nominating committee may place that person in nomination. The nominating committee shall seek to avoid geographic concentration of members of the board. The nominating committee shall be aware of the talents of directors whose terms will be expiring, i.e. secretary or treasurer, and endeavor to nominate members who will be able to succeed those officers.

Article 5. Officers

5.01 The officers of the corporation shall consist of a president, a vice president, a secretary, a treasurer, and such other officers as may be deemed necessary by the board. The president, vice president, secretary, and treasurer shall be elected by the board at its June meeting and shall serve a term of one year running from July 1st through June 30th of the following year or until a successor has been elected. The president shall be the chief executive officer of the corporation and shall preside at all meetings of the board.

5.02 The executive committee shall consist of the president, vice president, secretary, and treasurer. The executive committee shall act for the board of directors between scheduled meetings of the board. The executive committee shall act only in accordance with the vote of a majority of the members of the executive committee, and its resolutions shall be filed in the minutes of the corporation and be numbered consistently with the resolutions of the full board. All resolutions adopted by the executive committee shall be included in the "old business" section of the agenda of the next meeting of the board, so as to give notice to the full board of the executive committee's acts.

5.02.1 Duties of the president: Supervise the routine daily activities of the corporation, including those which have been delegated to the vice president, the secretary, the treasurer, and the other officers or employees. The president shall preside at all meetings of the board; ensure the bylaws are observed, enforced, and current; represent the corporation in relations with other organizations; and be authorized as a signatory on the corporation's bank account(s).

5.02.2 Duties of the vice president: Serve in the capacity of president in the president's absence and perform such other duties as may be assigned by the president.

5.02.3 Duties of the secretary: Prepare the agenda and draft resolutions for meetings of the membership and for meetings of the board; serve as the recording officer and publish the minutes of all meetings; maintain and preserve the minutes of the corporation; prepare and file the annual not-for-profit corporation report with the Kansas Secretary of State by the statutory date for the filing of such reports; establish and maintain the corporation's permanent records; be responsible for conducting annual elections for the board and the nominating committee, except that the tabulating of votes in elections when the secretary is a candidate for reelection to the board, in which case the board shall designate another of its members to perform this function; and transfer the corporation's

records promptly and within a maximum of thirty (30) days to a successor secretary after such successor has been duly elected by the board.

5.02.4 Duties of the treasurer: The duties of the treasurer shall be to establish and maintain the financial journal of receipts and expenditures; promptly and accurately record all financial transactions in accordance with generally accepted accounting practices; prepare and maintain the corporation's financial balance sheet of assets and liabilities; serve as the interface between the corporation and its vendors, suppliers, contractors, financial institutions, the Internal Revenue Service, and state tax authorities (if required); comply with all requirements of the Internal Revenue Service applicable to nonprofit 501(c)(3) organizations which shall include the filing of IRS Form 990-N; issue and submit income-reporting forms required by tax authorities with respect to amounts paid to independent contractors (IRS Form 1099-MISC); issue reports on the financial results of the corporation's exhibitions; provide monthly financial reports to the board; prepare and submit annually to the board a proposed budget for the coming year; and transfer the treasurer's records promptly and within a maximum of thirty (30) days to a successor treasurer after such successor has been duly elected by the board of directors. The treasurer shall also coordinate with the information technology chair to ensure proper administration of the TCI PayPal account. Accumulated funds shall be downloaded each month from PayPal to the checking account and monthly PayPal reports downloaded and placed in the treasurer's files.

5.03 Any officer may resign at any time by giving written notice of such resignation to the president or to the secretary of the corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

5.04 Any officer may be removed, either with or without cause, and a successor elected, by a majority vote of the board.

5.05 A vacancy in any office by reason of death, resignation, inability to act, disqualification, or other cause, shall be filled by a majority vote of the board.

5.06 Officers of the corporation shall, unless otherwise provided by the board, each have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may be set forth in these bylaws, or may from time to time be specifically conferred or imposed by the board.

Article 6. Fiscal Matters

6.01 The fiscal year of the corporation shall be from January 1 through December 31 of each calendar year.

6.02 All items pertaining to the annual budget, including the proposed dues, shall be determined by the board.

6.03 The treasurer shall be allowed to make expenditures or disburse money for corporation operations, in accordance with the budget, without prior approval of the board. The treasurer shall submit a written report at the end of each month to members of the board. This report shall detail all income and disbursements for the month. The treasurer's records shall be available for inspection by the board at any time.

6.04 Members of the board shall receive no compensation from the corporation's funds for expenses incurred in attending corporation exhibits and meetings.

6.05 The financial accounts of the corporation shall be audited annually. The scope of the audit shall be determined by the board. The annual financial statement shall be presented in summary form to the members of the corporation in the corporation's journal.

6.06 If the board shall so require, any officer, employee, or agent of the corporation shall execute to the corporation a bond in such sum, and with such surety or sureties, as the board may direct, conditioned upon the faithful performance of his duties to the corporation, including responsibility for negligence and for the accounting for all property, funds, or securities of the corporation which may come into his hands. The cost of the bond shall be paid by the corporation.

Article 7. Journal and Editorial Board

7.01 The corporation shall publish a journal.

The purpose of the journal is to educate its readers about the history of telephony, including the history of telephone apparatus, technology, companies, and persons.

Members of the corporation may advertise items wanted and for sale or trade, but this shall not be the focus of the publication. Telephones, telephone parts, telephone switches, telephone apparatus, and related items may be advertised in the journal. Literature, books, and ephemera related to telephony may be advertised. New or "reproduction" replacement parts, such as cordage, labeled as reproduction, may also be advertised.

One need not be a member of the corporation to submit an article for the journal.

7.02 The board shall appoint an editorial board to set publication guidelines and standards and to review issue quality, and shall approve its membership annually.

Both the board and the editorial board will take active steps to encourage the submission of educational articles for publication in the journal.

7.03 Publication of the journal shall be accomplished by a cooperative effort of the editorial board and a contracted layout editor. An annual agreement between the layout editor and the corporation shall be negotiated with the editorial board and president, and signed by the president for the corporation.

7.04 The frequency of the journal, its media (hardcopy or electronic), layout, formatting, styling, and other specifics will be as agreed upon between the editorial board and layout editor.

Article 8. Exhibitions and Show Committee

8.01 Telephones, telephone parts, and related items may be displayed and offered for trade or sale at exhibitions or shows sponsored or authorized by the corporation. New or reproduction replacement parts, such as cordage, held out to be reproduction, may also be displayed and offered for trade or sale.

8.02 For exhibitions (shows) the board shall approve a member to be the host. The host may select other members to assist in this task. The host shall make all necessary arrangements for the exhibition (show), including the submission to the board four months in advance of the event date for its approval a budget estimating all income and expense including registration fees. All income from registrations will be submitted to the treasurer for deposit. Registrations made via PayPal will be accounted for by the treasurer to the host. The host may elect to cover most if not all expenses by credit card. Detailed receipts for such expenses may then be submitted to the treasurer for reimbursement. The host may elect to have certain bills paid directly by the treasurer. Pricing for registration fees shall be determined by the host. Such arrangements shall be delineated in the budget proposal submitted to the board for approval. It is the objective of the corporation for exhibition income to cover all expenses or generate a profit. Income from registrations (including table rentals) and auction proceeds exceeding the cost of the event shall be allocated to the corporation's reserves.

8.03 Exhibitions (shows) authorized by or sponsored by the corporation shall be open to the public during at least a portion of the exhibit.

8.04 The show host may, at their discretion, charge a separate fee for the rental of table space with the privilege of selling items.

8.05 At no time shall a show host make any commitment for the guarantee of a minimum number of guest room rentals or any other personal expenses of those in attendance. See the "Rule Book for Show Hosts" for more detailed information.

8.06 The board shall appoint a show committee and approve its membership annually. The members of the show committee will advise show hosts and assist them in the execution of their duties, and may assume direct responsibility for some of those duties.

Article 9. Membership Committee

9.01 The corporation shall have a membership committee.

9.02 The board shall appoint a membership chair and membership committee, and shall approve its membership annually.

9.03 Duties of the membership chair: Maintain the official member database; receive and process all new and renewal memberships; deposit dues payments; coordinate monthly printing of the corporation's journal with the printer, print monthly labels for the mailing of the journal; mail the monthly journal including any inserts for renewals, show notices, election ballots, etc.; and prepare monthly reports of membership statistics for the board.

9.04 The members of the membership committee will advise and assist the membership chair in the execution of the chair's duties, and may assume direct responsibility for some of those duties.

Article 10. Information Technology Committee

10.01 The corporation shall have an on-line presence that represents the corporation in cyberspace and electronic media, and connects with existing and potential members. This presence may take forms including but not limited to web pages, social media platforms, list servers, databases, and electronic communication. These forms should enable the corporation to disseminate and preserve

information, including corporate records, publications, and historic and educational material. It should also allow for the promotion of the corporation and its goals, the advertising and sale of products produced by the corporation and its exhibitions, and official electronic communication.

10.02 The board shall appoint an information technology chair and information technology committee, and shall approve its membership annually.

10.03 Duties of the information technology chair: Coordinator for all information-technology related activities; maintain the corporation's web pages including the members' area; maintain the corporation's database; maintain electronic communication functionality for officers and committees; maintain the functionality of the TCI library; coordinate moderation of the listserv and the corporation's social media presence to ensure proper conduct and representation.

10.04 The members of the information technology committee will advise and assist the information technology chair in the execution of the chair's duties, and may assume direct responsibility for some of those duties.

Article 11. Miscellaneous

11.01 The corporate seal, if any, shall be in such form as shall be approved from time to time by the board.

11.02 The motto of the corporation shall be "A Historical Society," and shall appear on corporation literature and letterhead underneath the name of the corporation.

Article 12. Amendments

12.01 All bylaws of the corporation shall be subject to alteration or repeal, and new bylaws may be made by the affirmative vote of two-thirds of the members of the board.

12.02 The board shall have power to make, adopt, alter, amend, and repeal, from time to time, the bylaws of the corporation. The board shall have no power to change the quorum of the board, or to change any provisions of the bylaws with respect to removal of directors or the filling of vacancies in the board resulting from the removal by the members of the corporation.

REVISION HISTORY

6/17/2023 – Added Article 2.05.1

9/12/2021 – Article 1.01 was amended to reflect the new address of the corporation, as approved by the Board of Directors and recorded in the minutes for the meeting taking place on this day.