

**CHICAGO SUBURBAN ANTIQUES
DEALERS ASSOCIATION
(CSADA)
BY-LAWS**



Revised November 9, 2018

Chicago Suburban Antiques Dealers Association (CSADA)

By-laws

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Article I

Article I - Section I - Name

This organization shall be known as the Chicago Suburban Antiques Dealers Association (CSADA), a not-for-profit organization chartered under the laws of the State of Illinois.

Article I - Section II - Purpose

The purpose of this organization shall be to maintain the best interests of the business of dealing in antiques, to encourage high-caliber shows of antiques, to encourage educational programs for dealers and collectors, and to support organizations devoted to historic preservation and educational pursuits.

Article I - Section III - Approval of By-laws

These by-laws shall be approved and effective upon a majority vote of the members eligible to vote and shall be in force until amended by a majority vote.

Article I - Section IV - Parliamentary Authority

Robert's Rules of Order Revised - 1876 shall be the parliamentary authority in all matters not specified in the by-laws of this Association. The Chairperson of the Ethics Committee shall act as Parliamentarian.

Article II

Article II - Section I - Board of Directors

A. The Board of Directors shall manage the affairs and business of this organization and shall supervise all policy matters with final authority involving major policy changes vested in the membership.

B. The Board of Directors shall consist of the five (5) regularly-elected officers (per Article II, Section II), the chairpersons of the regular committees and one member-at-large, elected by the membership.

C. The President will act as chairperson of the Board and will call board meetings when appropriate. The President may poll the votes of the board by phone, mail, and/or email.

D. Members of the Board of Directors shall serve one year terms, running concurrently with the terms of the officers.

E. The Board will be responsible for the final wording of resolutions and by-law changes that are put to a vote of the membership. However, any member may draft wording on a vote to put before the membership.

Article II - Section II - Officers, Duties, and Structure

A. Officers shall be President, Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer, each elected for a term of two years.

B. All officers shall be nominated and elected as provided in Article IV, Sec. II.

C. The President shall be the chief executive officer of the Association and the public representative of the Association. The President shall manage the business of the Association and, subject to the authority of the Board of Directors, may delegate authority to others and appoint committees, except for the Nominating Committee.

D. The Vice-President shall, in the absence of the President, perform the duties and exercise the powers of the President.

E. The Recording Secretary shall record all notes and minutes of all proceedings in a book to be kept for that purpose. The Recording Secretary shall periodically issue membership lists of the Association, as required, including member's name, address, phone numbers, email address, class of membership, etc. The Recording Secretary shall keep a list of resolutions (motions which carried) and by-law changes and shall give this list to the new Recording Secretary at the beginning of the new term.

F. The Corresponding Secretary shall give notice of all meetings to the members, handle all correspondence required, and email/mail the minutes of the previous meeting to the entire membership.

G. The Treasurer shall have the custody of the corporate funds and securities, shall keep full and accurate accounts in books belonging to the Association, and shall deposit all monies in the name and to the credit of the Association in depositories designated by the Board. The Treasurer shall have the power to disburse such funds of the Association as may be ordered by the Board. The Treasurer shall render to the President and Directors, whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Association. If he Treasurer leaves office for any reason, all property of the Association shall be returned to the Board.

Article II - Section III - Committees

A. The President shall appoint such committees as are deemed advisable, subject to the approval of the Board. These appointments are to be for one year or until such time as successors have been chosen. Except in the case of appointments to fill vacancies, committee members shall serve terms concurrent with the terms of the elected officers. All committee positions, with the exception of the Show Committee, will terminate within 30 days of the annual election of officers.

B. The Membership Committee accepts and processes all applications and maintains an accurate list of the current membership.

C. The Brochure Committee is responsible for brochure design and distribution to the membership.

D. The Ethics Committee must review all written complaints received and submit a full report to the Board of Directors within 60 days of receipt of said complaint. The Ethics Committee is also responsible for all revisions to the by-laws.

E. The Show Committee shall organize and manage any antiques shows to be held by CSADA.

F. The Friendship Committee shall handle all news of present or former CSADA members that may require a response from the Association. This committee shall be concerned with members and their immediate families, and shall send cards and gifts as appropriate. The Committee will organize the Christmas party.

Article II - Section IV - Types of Membership

A. Active membership

B. Honorary membership. Honorary membership may be given to any member or former member, by a simple resolution, in consideration of past contributions to the organization. Honorary members will not be listed in the public brochure. They shall not pay dues, nor have a vote, may not exhibit at organization-sponsored shows, and will not be expected to participate in Association activities. Honorary members will receive minutes and announcements and may attend meetings as guests of the Association.

C. Friend of CSADA. A non-member who has made a significant contribution to the Association may be designated as a Friend of CSADA. Friends will not be listed in the public brochure. They shall not pay dues, nor have a vote, may not exhibit at organization sponsored shows, and will not be expected to participate in Association activities. Friends will receive minutes and announcements and may attend meetings as guests of the Association.

D. Inactive membership. Active members may choose inactive status for a period of two (2) years. Inactive members shall pay 20% of active dues, will not be listed in the public brochure, may not vote, may not serve on committees and may not participate in organization shows. Inactive members will receive announcements only and may attend meetings by paying the guest fee for that meeting. In addition:

1. After the two (2) year interval the Board shall ask an Inactive member to become active or re-apply for inactive status in the next fiscal year.
2. Re-application for inactive status will be determined by a simple resolution by secret ballot at the May meeting.
3. If the membership denies continued inactive status the member may either become active or resign from membership.

Article III

Article III - Section I - Quorum

A. A majority of the Board of Directors shall constitute a quorum for a Board meeting.

B. Eight (8) members (one vote per shop) including two elected officers shall constitute a quorum for any meeting of the general membership. Proxies dated for the said meeting will be counted as members present for a quorum. Proxies are to be designated for a specific issue, signed and dated and in either written or electronic (e-mail) formats. The proxy is to be directed to the President.

C. The act of quorum at a meeting shall be the act of the whole Association, except as may be otherwise specifically provided by legal statute or by these by-laws.

Article III - Section II - Meetings

A. Meetings are held the second Tuesday of September, November, April, and May. In the show months of October and March, the meeting shall be held on the Sunday morning of the show weekend before the show opens. The Board may change the meeting dates if necessary.

B. The Board will determine the maximum dinner allowance.

Article III - Section III - General Meeting Location and Menu

The Vice-president is responsible for establishing the location and menu for general meetings.

Article III - Section IV - Guests

Shops bringing guests are required to pay a guest fee.

Article IV

Article IV - Section I - Voting

A. Voting by secret ballot will be mandatory for, but not exclusively limited to, election of new members, officers, and termination of officers and members. The Corresponding Secretary will include a copy of the ballot with the Meeting Notice.

B. Voting shall be classified as "one membership - one (1) vote" regardless of the number in attendance at the time.

C. Voting will be done by any of the following methods:

1. Secret ballot at a general meeting. When voting by secret ballot, any individuals appointed by the Chairperson of the meeting shall issue to each member a standard slip of paper on which the vote may be cast.

2. Email, U. S Postal mail, or other mail delivery services prior to the start of the meeting, and sent to the President (or designated officer).

3. Signed proxy directed to a specific voting issue and sent to the President (or designated officer).

D. The teller will then count the votes and report to the Chairperson. Ballots without indications of vote, i.e., a blank piece of paper, will not be counted as a ballot and shall not be reported. If two ballots are folded together both shall be rejected.

1. The President (or designated officer) will be responsible for the collection of all electronic and mailed ballots and proxies.

2. If two ballots from the same member are received via email the latest date before the meeting will be accepted.

E. In order to expedite business, the Chair, on minor questions, may assume that general consent is actual until someone objects.

F. On subjects of general interest where a vote is required and has been put to a motion, the Chair has the option of taking the vote by voice. This also may be by a show of hands. In the event any member moves for a roll call or secret ballot vote, this may be accomplished by the member so moving and having the motion seconded.

G. Upon choice of the Chair or by request of a member as indicated above, after the Chair has put the question to the membership, the secretary will then call the roll and

each member in good standing shall rise and answer "yes", "no", or "present" if that member does not wish to vote. The tally will then be reported.

H. In the case of more than one vote on a ballot, each individual blank vote or spoiled vote will be disregarded, but the rest will be counted.

Article IV - Section II - Election of Officers

A. The Nominating Committee shall be for the purpose of selecting a slate of nominees for officers. At the March meeting, at least three members will be nominated to serve on the Nominating Committee. If there are only three nominations their election will be automatic. No current officer shall be a member of the Nominating Committee. Members of the Nominating Committee shall not be barred from becoming nominees for office.

B. The Nominating Committee shall then present the complete slate of candidates at the April meeting. The Chair at the April meeting shall allow other nominations from the floor. The nominees will be voted upon at the May meeting.

C. Permission must be obtained from selected candidates before presenting their names as nominees. In the event a nominee is elected without the nominee's consent, the President shall call for a new election for that office.

D. If only one candidate is nominated for an office, that nominee will be considered elected in May without need for a vote.

E. Voting shall be by written secret ballot. The nominees elected shall assume their office thirty (30) days after the election.

Article IV - Section III - Application for Membership

A. The total number of active memberships shall be open to all qualified antiques dealers within the United States of America. All active members will have the same status and obligations.

B. Application for membership in the Association may be made by any qualified antiques dealer. A qualified antiques dealer is one who has been in business five years, is active in the sale of antiques and collectibles on a business basis, and has a valid sales tax number in the state where the primary business is located.

C. All applications must be submitted to the Membership Committee, which will read the applications at two meetings prior to voting.

D. Voting on applications for membership shall take place twice a year, at the November and May meetings.

E. A 60% majority vote by secret ballot on the first vote of the members voting shall be required for election to the membership.

F. An applicant denied membership may not reapply and may not be reconsidered for a period of twelve months from the date of the original application.

Article V

Article V - Section I - Dues

A. Dues shall be one hundred and fifty dollars (\$150) per year, payable May 1st, and will include dinner fees for 2 people from a shop at regular meetings. Applicants accepted into membership in November shall pay 50% of annual dues by January 1st.

B. The Treasurer will send notice of delinquency on May 15th. Dues not paid by June 1st will be termed delinquent. Delinquency will result in the loss of the right to vote until the dues are paid. A member whose dues are delinquent is not in good standing.

C. If the dues remain unpaid by July 1st, membership will be terminated without further notice. Readmission will not be considered for a period of 12 months from the date of the termination. Exceptions may be made in the case of hardship at the discretion of the President and the Treasurer with the advice of the Board of Directors.

Article V - Section II - Resignation

Officers and Directors may resign at any time by giving written notice at least 10 days prior to any meeting, by registered mail, to the President or Recording Secretary.

Article V - Section III - Ethical Responsibilities

A. A member shall not knowingly misrepresent merchandise to anyone.

B. All members shall conduct themselves and their businesses in a manner befitting the integrity of CSADA.

C. All members shall abide by and uphold the By-laws, purposes and decisions of the Association.

Article V - Section IV - Removal

- A. Membership in CSADA may be terminated by one or more of the following:
1. Resignation
 2. Failure to pay dues

3. Failure to uphold the standards of the Association as in Article V Sec III
4. Failure to contribute to the Association's activities
5. Failure to actively deal in antiques

B. Terminations shall be processed as follows:

1. Any violation of ethics or standards of practice by any member, apparent or real, may and should be reported in writing to either the President, the Vice-President, Treasurer, or Recording Secretary, with a copy to one other of these four. The copy should indicate clearly the identity of the officer. This complaint must bear the signature of any and all complainants.
2. Specific definition of the ethic or standard violated should be given, if possible.
3. All details and evidence should be documented, if possible.
4. Upon receipt of the report, the senior officers involved shall inform the Board of Directors of all facts.
5. The Board of Directors or their appointed committee, in order to determine the validity of said complaint, shall invite each party to a meeting to confirm, revise, add to, or reject all facts. If possible a rapprochement or settlement should be effected and documented.
6. If no settlement or agreement is possible, the Board of Directors shall make its recommendation to the general membership for any of these disciplinary measures:
 - a. Suspension from the Association for a period of one (1) year.
 - b. Permanent dismissal from the Association.
 - c. Other: e.g., a reprimand stating that repetition of the offense will result in dismissal
7. If the recommendation of the Board of Directors is for suspension or dismissal, the final decision shall be arrived at by secret ballot vote of the membership. A majority vote of the membership shall be required.
8. If suspension or dismissal is voted, as necessary by a majority of the general membership, then the Corresponding Secretary shall be directed by the President to send an official notice of suspension or dismissal to the guilty party. The suspension or dismissal is then effective immediately.
9. A member so suspended or dismissed from membership shall have no right to any dues or monies paid into the treasury for membership to CSADA and must return or remove any and all emblems, seals, etc., which show membership in the Association.
10. A written complaint from the public may be received by any officer. Said complaint shall be accepted and may be processed in the same manner as outlined above if the Board so desires.
11. A written complaint from the public requires a written reply from the President to the complainant.

Article VI

Article VI - Section I - Membership Eligibility for Show Booth

- A. Members who contribute to the organization will be given first option for show booths.
- B. Membership in the Association does **not** guarantee that the member will be assured of having a booth in the antiques shows managed by the Association. When assigning booths, the Show Manager shall take into consideration contributions to the Association and the creation of a quality, well-balanced show.
- C. Non-members exhibiting for five years shall not lose their booths without a majority vote of the Show Committee, except in cases of contract violation.
- D. Fall show contracts shall be null and void for any member whose dues are not current by July 1st, at which time that dealer's membership shall be terminated as in Article V - Section I C.

Article VI - Section II - Selection of Show Chairperson

The Show Committee shall vote to approve a new Show Chairperson from a name or names offered by the President and current Show Chair, whether from within or outside of the Show Committee. The existing Show Committee will produce the Fall Show following the election of officers, and serve as advisor to the President in the selection of additional members for the existing Show Committee.

Article VII

Article VII - Section I - Federal Tax Exemption Requirements

The Association shall not carry on any other activities not permitted to be carried on by an association exempt from Federal Income Tax under Section 501(c)(6) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law. The Treasurer will yearly file a Not-for-profit Federal Tax Return.

Article VII - Section II - Disposal of Assets

Upon dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Association, dispose of all assets of the Association exclusively for the purpose of the Association in such manner, or to such

organization(s) created and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization under Section 501 (c)(6) of the Internal Revenue Law, as the Board of Directors shall determine.