

THE CONSTITUTION AND BYLAWS OF THE NATIONAL CAROUSEL ASSOCIATION

ARTICLE I NAME

The name of this organization shall be the National Carousel Association, a non-profit corporation, hereinafter referred to as the NCA.

ARTICLE II PURPOSE

The purpose of the NCA shall be to promote conservation, appreciation, knowledge and enjoyment of the art of the classic wooden carousel and especially the preservation of complete operating carousels.

ARTICLE III CHARACTER

The NCA shall be a non-profit operation organized exclusively for educational purposes in furtherance of the purpose set forth above, including, for such purposes, the making of distributions under section 501(c)(3) of the I.R.S. No part of any net earnings of the organization shall inure to the benefit of, or be distributable to, its members, officers, committee chairmen or committee members. The NCA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

ARTICLE IV MEMBERS

- Section 1.** Membership in the NCA shall be open to any interested party.
- Section 2.** Classes of membership shall be: individual, contributing and sustaining.
- Section 3.** Individual memberships are extended to anyone and shall include immediate family. Each individual membership includes entitlement to one vote.
- Section 4.** Annual dues of the classes of membership shall be determined by the Executive Committee.
- Section 5.** The membership year shall run from January 1 of a given year through December 31 of the same year.
- Section 6.** Members whose actions are adjudged to be contrary to the purpose of the NCA or its By-Laws may be impeached and barred from future membership by a two-thirds vote of the Executive Committee.

ARTICLE V OFFICERS

- Section 1.** The officers of the NCA shall be President, Vice President, Recording Secretary and Treasurer. These officers shall perform the duties prescribed by these By-Laws and by the parliamentary authority adopted by the NCA. To qualify as an officer, a candidate must have a minimum of three consecutive memberships in the NCA immediately preceding his/her nomination.
- Section 2.** Prior to February 15 of each election year, the President shall provide to the *Merry-Go-Roundup* for publication the name and address of the Vice President (who shall chair the Nominating Committee) and shall include an invitation for interested members of the NCA to contact the Chair of the Nominating Committee with suggestions for nomination of the officers. The

Nominating Committee shall be comprised of the Vice President and four other NCA members appointed by the President.

- Section 3.** Prior to June 15 of each election year, the Vice President shall submit by mail to the members the slate of Officers and Directors decided upon by majority vote of the Nominating Committee and shall include a brief biography of each candidate with a ballot reflecting the nominations and providing for a write-in vote for alternate candidates. Such ballots shall be marked for return to the Director ex-officio (the immediate past president of the NCA).
- Section 4.** Promptly after the first day of August, the voting is closed and no ballot received after the date will be counted. The Director ex-officio shall then tabulate all ballots received prior to that date. The candidate for each office receiving the most votes from the membership shall be declared elected. The election results are to be forwarded to the President for announcement at the Annual National Convention, if one is held. The Editor shall publish the results of the election as soon as possible. Newly elected officers and appointed chairpersons will take office effective January 1 of the following year in which they are elected.
- Section 5.** The officers shall be elected to serve for four years, beginning in 2006.
- Section 6.** Officers shall be eligible for re-election without restrictions. Appointed Chairpersons shall be eligible for appointment likewise.
- Section 7.** The President shall be responsible for overall direction of the affairs of the NCA and shall supervise the performance of other officers and the various committees.
- Section 8.** The Vice President shall assist the President in performance of his or her duties, undertake such other duties as may be assigned by the President, chair the Nominating Committee and Grant Committee and be prepared to function as acting President until the next election should the President be unable to continue in office for any reason.
- Section 9.** The Recording Secretary shall maintain records of the NCA's acts and motions, Executive Committee meetings and elections; the minutes of the annual General Membership Meetings, record all filings pertaining to the incorporated business of the organization; distribute the General Meeting Minutes of the previous General Meeting at the beginning of each annual General Meeting and undertake such correspondence as may be necessary for the conduct of the business of the NCA; and assist the President in such other ways as may be directed. The Executive Committee may choose to delegate portions of the Recording Secretary's duties to the Executive Secretary.
- Section 10.** The Treasurer shall maintain the funds of the NCA, make disbursements for such expenditures as may be authorized by the Executive Committee and provide a full accounting and financial status promptly following the close of each membership year on December 31. This financial accounting shall be submitted to the President with a copy transmitted to the Editor for publication in the NCA publication.
- Section 11.** Officers, promptly after their election, and Chairpersons of the various committees, promptly after their appointment, shall prepare an estimate of expenditures for the coming year. The Treasurer shall then prepare a budget for the year, which shall be approved or revised by the Executive Committee. Payments for budgeted items shall then be disbursed by the Treasurer upon presentation of statements.
- Section 12.** In case of vacancy through resignation or death of any officer, the Executive Committee shall appoint a member to perform the duties of such officer during such vacancy or absence. The Executive Committee shall advise and assist the President in the direction and affairs of the NCA, ratify or reject by majority vote such proposals as fall within its purview, and undertake such other duties as the President may direct.

ARTICLE VI DIRECTORS

- Section 1.** The NCA shall have seven Directors (one of whom shall be, ex-officio, the immediate past president). These Directors shall perform the duties prescribed in these by-laws and by the parliamentary authority adopted by the NCA. Current membership in the NCA is a prerequisite to being a Director. To be nominated for position of Director, a candidate must have a minimum of three consecutive memberships in the NCA immediately preceding his/her nomination.
- Section 2.** Prior to February 15 of each election year, the President shall provide to the *Merry-Go-Roundup* Editor for publication the name and address of the Vice President (who shall chair the Nominating Committee) and shall include an invitation for interested members of the NCA to contact the Chair of the Nominating Committee with suggestions for nomination of Directors. The Nominating Committee shall be comprised of the Vice-President and four other NCA members appointed by the President.
- Section 3.** Prior to June 15 of each election year, the Vice President shall submit by mail to the members the slate of Directors and officer nominees decided upon by majority vote of the Nominating Committee and shall include a brief biography of each candidate with a ballot reflecting the nominations and providing for a write-in vote for alternate candidates. Such ballots shall be marked for return to the Director ex-officio (the immediate past president of the NCA).
- Section 4.** Promptly after the first day of August, the voting is closed and no ballot received after the date will be counted. The Director ex-officio shall tabulate all ballots prior to that date. The candidates for Director receiving the most votes from the membership shall be declared elected. The election results are to be forwarded to the President for announcement at the Annual National Convention, if one is held and if the dates of the convention are such that election results are available. The Editor shall publish the results of the election as soon as possible. Newly elected Directors will take office effective January 1 of the year following the one in which they are elected.
- Section 5.** The Directors shall be elected to serve for four years beginning in 2006.
- Section 6.** Directors shall be eligible for re-election without restrictions.
- Section 7.** The Directors will be members of the Executive Committee, and their duties and responsibilities will be as outlined in Article VIII.

ARTICLE VII MEETING

The regular National Convention of the NCA shall be held annually, normally during the month of September, unless otherwise ordered by the Executive Committee.

ARTICLE VIII DUTIES OF THE EXECUTIVE COMMITTEE

- Section 1.** The Executive Committee shall have general supervision of the affairs of the NCA between its conventions, fix the date and place of conventions, make recommendations to the NCA and perform such duties as are specified in these by-laws.
- Section 2.** Control of the NCA's Logo and copyright in materials published by it is vested in the Executive Committee. No material copyrighted by the NCA shall be released for use by others without prior approval of the Executive Committee and subsequent authorization in writing by the President. The Logo is restricted for use of official business of the NCA and is not to be used without approval of the Executive Committee for any other purpose.

- Section 3.** No Executive Committee member will be remunerated for services as an Executive Committee member of the NCA, except for expenses incurred for NCA business as approved by the Executive Committee.
- Section 4.** A possible conflict of interest on the part of any member of the Executive Committee shall be disclosed to the other members of the Committee and made a matter of record when the interest becomes a matter of Committee action. Any members of the Executive Committee having a duality of interest or possible conflict of interest on any matter shall not vote or use their personal influence in the matter, nor shall they be counted in determining a quorum for the meeting. The minutes of the meeting will reflect a disclosure of interest, the abstention from voting, and the quorum situation. Conflict of interest is construed also to mean matters directly affecting persons related to the committee member by consanguinity or marriage.
- Section 5.** Meetings of the Executive Committee shall be called by the President and may be constructive meetings utilizing mail, email or private internet Bulletin Board or telephone communications when so specified by the President.

ARTICLE IX STANDING COMMITTEES

- Section 1. Executive Committee**
The Executive Committee shall consist of the officers of the NCA: the President, Vice President, Recording Secretary and Treasurer, and seven Directors (one of whom shall be, ex-officio, the immediate past president).
- Section 2. Census Committee**
A Census Committee Chairperson shall be appointed by the President promptly after the election. The Committee Chairperson shall appoint additional (delete "such other") members to the committee as deemed necessary in consultation with the President. The Committee will maintain a current census of classic wooden carousels in operation and in storage and will collect and disseminate information as to their characteristics, condition, location and history. A census information report shall be assembled for publication by the NCA every five years beginning with the Winter issue, 2015.
- Section 3. Archives Committee**
An Archives Committee Chairperson shall be appointed by the President promptly after the election. The Committee Chairperson shall appoint additional (delete "such other") members to the committee as deemed necessary in consultation with the President. The committee will solicit, receive, safeguard, catalog and publicize materials relating to the carousel and to the history and affairs of the NCA.
- Section 4. Fund Raising Committee**
A Fund Raising Committee Chairperson shall be appointed by the President promptly after the election. The Committee Chairperson shall appoint additional (delete "other") members to the Committee as deemed necessary in consultation with the President. It shall be the duty of the committee to initiate fund raising programs for the NCA which shall include grants, membership campaigns and special events.
- Section 5. Conservation Committee**
A Conservation Chairperson shall be appointed by President promptly after the election. The Committee Chairperson shall appoint other members to the committee as deemed necessary in consultation with the President. It shall be the duty of the committee to solicit and receive information relative to the maintenance of the mechanics of a carousel and steps for partial to complete restoration of a carousel. This information shall be made available to parties involved in the restoration of a carousel. The committee may also keep a list of professionals who can help with other technical aspects of NCA activities, photography, legal, accounting, insurance, writing and other information as needed.

Section 6. Membership Committee

A Membership Committee Chairperson shall be appointed by the President promptly after the election. The Committee shall include the Executive Secretary and additional members of the committee as deemed necessary in consultation with the President. The function of the Membership Committee is to solicit additional membership for the NCA by publicity, membership campaigns and the use of social media or special events.

Section 7. National Convention Coordinator Committee

A National Convention Chairperson shall be appointed by the President promptly after the election. The Committee Chairperson shall appoint additional (delete "other") members to the committee as deemed necessary in consultation with the President. The Committee Chairperson shall give direction, advice and planning assistance to the sponsors of subsequent annual National Conventions, of which the sites and dates will be specified by the Executive Committee.

Section 8. Historic Carousel Committee

A Historic Carousel Committee Chairperson shall be appointed by the President promptly after the election. The Committee Chairman, in consultation with the President shall appoint additional (delete "other") NCA members to the Historic Carousel Committee as deemed necessary. The function of this committee is to recommend from the qualifying carousels worthy of the NCA's historic carousel designation for the annual award.

Section 9. Preservation Loan Committee

A Preservation Loan Committee Chairperson shall be appointed by the President promptly after the election. The Committee Chair, in consultation with the President shall appoint four additional (delete "other") NCA members to the Preservation Loan Committee. The function of this committee is to develop and administer the NCA Preservation Loan Fund. This committee may be assisted by professional accountants or attorneys as deemed necessary by the NCA President.

Section 10. Grant Committee

The Vice President shall be the Grant Committee Chairperson, unless otherwise determined by the President. The Committee Chair, in consultation with the President, shall appoint (delete "other") additional members to the committee as deemed necessary. The Treasurer and Executive Secretary shall be part of this committee. It shall be the duty of the Grant Chairperson to educate, distribute, publicize and record the activities of all Grants given as outlined in the Grant Policy. The Chair will work with applicants for grants to ensure the Executive committee has all the necessary information and (delete "that") the Grant application complies with the Grant guidelines.

Section 11. Convention Fund Raising Committee

A Convention Fund Raising Committee shall be appointed by the President after the election. The committee Chairperson shall appoint additional members to the committee as deemed necessary in consultation with the President. It shall be the duty of the committee to initiate fundraising programs during the annual convention.

Section 12. Social Media Committee

A Social Media Committee Chair shall be appointed by the President promptly after the election. The Committee Chair, in consultation with the President, shall appoint (delete "other") additional members to the committee as deemed necessary. It shall be the duty of the Social Media Committee Chair to maintain the social media in order to educate and publicize the activities of the NCA.

Section 13. Webmaster / Photo Show Committee

The Webmaster / Photo Show Committee Chair shall be appointed by the President, promptly after the election. The Committee Chair, in consultation with the President, shall appoint (delete "other") additional members to the committee as deemed necessary. It shall be the duty of the Photo Show Committee to edit and approve all Photo Shows submitted before posting on the NCA website as well as other material posting on the NCA website.

Section 14. Identification Committee

An Identification Committee Chair shall be appointed by the President. This committee Chair, in consultation with the President, shall appoint (delete "other") additional members to the committee as deemed necessary. It shall be the duty of the Identification Committee to provide, as accurately as possible, the identification of all carousel figures and components as submitted by the public who are seeking said information.

Section 15. Other Committees

The President, in consultation with the Executive committee, may authorize additional committees and appoint additional committee chairpersons. The duties of such other committees shall, in addition to those set forth herein, may consist of those which may from time to time be set forth in letters of instructions issued by the Director responsible for the specific committee and with the approval of the President.

Section 16. Committee Responsibilities

The duties of the committees shall, in addition to those set forth herein, consist of those which may from time to time be set forth in letters of instructions issued by the Chairperson responsible for a specific committee and with the approval of the President.

**ARTICLE X
PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern the NCA in all cases to which they are applicable and any special rules of order the NCA may adopt.

**ARTICLE XI
AMENDMENT OF BY-LAWS**

This Constitution and By-Laws may be amended by a two-thirds vote of the Executive Committee. The then-proposed By-Law amendment will be published in the NCA *Merry-Go-Roundup* publication (or by direct mail) as soon as possible with a ballot provided for voting. The membership shall ratify or reject the proposed By-Law Amendment within a period of 30 days by return ballot.

**ARTICLE XII
EXECUTIVE SECRETARY**

The position of a professional Executive Secretary is hereby established on a paid, part-time basis by order of the Executive Committee. This position shall be non-voting. Reasonable compensation for this contracted position will be determined by the Executive Committee. The duties of the Executive Secretary will be directed and supervised by the President.

**ARTICLE XIII
QUORUM**

At any official meeting of the Board of Directors, six (6) of the 11 voting officers and directors shall constitute a quorum.

**ARTICLE XIV
DISSOLUTION**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation to such organization or organizations organized and operated exclusively for preservation of a carousel or carousels and qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or as a public entity as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of said County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.