

Bylaws
Of The
American Philatelic Society (APS)

A Pennsylvania Nonprofit Corporation

REVISED JUNE 2011

Adopted August 17-18, 1993, and as subsequently amended

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Article 1 – Mission, Purpose, and Powers

- 1.1 Name. The name of the organization shall be the American Philatelic Society, or “APS”.
- 1.2 Principal Offices. The principal office of the American Philatelic Society (“Society”) shall be at 100 Match Factory Place, Bellefonte, Pennsylvania 16823, until otherwise established by an amendment of the Articles or by the Board of Directors, and a record of the change is filed with the State of Pennsylvania in the manner provided by law.
- 1.3 Additional Offices. This Society may also have offices at such other places as the Board of Directors may from time to time appoint, or as the activities of the Society may require.
- 1.4 General Charitable Purposes. The Society is a Pennsylvania domestic not-for-profit corporation organized for charitable purposes within the meaning of section 501(c)(3) of the

Internal Revenue Code, as amended. All activities of the Corporation shall be undertaken without regard to race, religion, ethnicity, national origin, age, sex, or marital status.

1.5 Mission. The specific and primary purposes of the Society are:

- (a) To promote stamp collecting and its related areas for people of all ages;
- (b) To offer services to its membership and to philately in general, including knowledge and education, which enhance the pleasure and friendliness of stamp collecting;
- (c) To initiate and coordinate new programs for the benefit of stamp collecting and of all collectors;
- (d) To represent the United States of America in the world body of philately;
- (e) To assist its members in acquiring and disposing of philatelic materials; and
- (f) To receive and maintain gifts of money and property, and to distribute money and property, for charitable and educational activities related to stamp collecting.

1.6 Scope of the Bylaws. It is intended that all powers of the Society conferred upon it by virtue of its incorporation shall be executed in accordance with the provisions of these Bylaws, and that admission to membership in the Society, the rights and obligations of members, and the tenure of membership, shall be entirely subject to and depend upon the provisions herein, and the exercise of the authority herein conferred.

1.7 Legal Jurisdiction. The Court of Common Pleas of Centre County, Pennsylvania, shall have sole and executive jurisdiction to hear and determine any issue or matter relating to these Bylaws, including but not limited to: membership in the Society; the rules, regulations, and requirements of the Society; the code of ethical standards to which the Society and its members subscribe; and, any other matter or issue between the Society and any of its members.

1.8 Contractual Jurisdiction. The Court of Common Pleas of Centre County, Pennsylvania, shall have sole and exclusive jurisdiction to determine any contractual dispute or matter between the Society and any member(s), including, but not limited to, any action for the collection of money due the Society brought by or on behalf of the Society for any reason whatsoever.

Article 2 – The American Philatelist

2. The American Philatelist. It shall be the official journal of the Society and shall be published by the Editor under the supervision and direction of the Executive Director. The subscription price shall be determined by the Board of Directors.

Article 3 – Membership

3.1 Qualifications. Any person of good character, interested in philately, may become a member of the American Philatelic Society in accordance with the provisions of this Article.

3.2 Application. Application for membership in the Society shall be made in writing, either in hard copy or electronic copy, or in such form as the Board of Directors shall prescribe.

3.3 Fees and Dues. All application fees, membership fees and annual dues shall be determined by the Board of Directors. If an application is withdrawn, rejected or otherwise not accepted, any membership fees or dues paid shall be refunded to the applicant. Application fees shall not be refunded

3.4 Membership Applicant Processing.

3.4.1 Procedure. Notice of each application for membership shall be published in *The American Philatelist* or in such other format and in such form and detail as the Board of Vice Presidents shall prescribe. The National Headquarters shall act upon each application for membership not earlier than thirty (30) days after such publication and after all necessary investigations have been completed, unless an objection or information relating to or questioning the good character has been developed. In the event that an objection or information relating to or questioning the good character has been developed, the application will be referred to the Board of Vice Presidents for action. A rejected applicant may petition the Appeals Tribunal, as defined by Section 2.11.7, for reconsideration of the application and may submit additional pertinent information. The decision of the Appeals Tribunal upon such reconsideration shall be final.

3.4.2 Objection. Any member objecting to the admission of an applicant shall file a written objection with the Executive Director, accompanied by supporting facts to substantiate the objection. All objections shall be investigated by the National Headquarters and the findings and results shall be reported to the Board of Vice Presidents.

3.4.3 Age. All applicants for membership shall be eighteen (18) years of age. All applications for membership by persons under eighteen (18) years of age shall be subject to such special rules as the Board of Directors may direct.

3.4.4 Membership Numbers. Applicants shall be assigned membership numbers seriatim.

3.5 Life Membership.

(a) Any member, eighteen (18) years of age or over and in good standing, may become a life member on payment of an amount established by the Board of Directors, and any application fee, and shall thereafter be exempt from all dues and assessments. Any applicant desiring life membership shall include the life membership fee plus admission fee with the application.

(b) A member joining the Society prior to January 1, 1974, who has been continuously in good standing for a period of at least 30 years, and who has attained the age of 65 years, shall be granted Life Membership; or, such member may obtain life membership by making a single sum payment of an amount equal to the total dues for the years required to pay dues to age 65 and 30 years continuous membership, or to such time after age 65 that 30 years' membership would accrue.

3.6 Family Membership. Any child under eighteen (18) years of age and/or a spouse of a member, who resides with the member, may become a member of the Society by complying with all the requirements for membership and will be entitled to all rights and subject to all responsibilities of membership. The annual dues for each additional member of a family shall be one-half of the regular dues. The additional member or members shall not be entitled to receive *The American Philatelist*.

3.7 Good Standing. A member in good standing is one who is not in default in the payment of dues or other indebtedness to the Society, and whose membership is not suspended. .

3.8 Resignation. The resignation of a member shall be submitted to the Executive Director and shall become effective at the end of the month following the submission of the resignation, provided the member has no charges pending and is in good standing. A member against whom

charges are pending shall not be permitted to resign from the Society until the member has been restored to good standing.

3.9 Non-Payment of Dues. If a member is in arrears in the payment of dues to the Society for a period of at least thirty (30) days, that fact shall be certified to the Board of Vice Presidents by the Executive Director. If the dues in arrears are not paid within a period of time fixed by the Board of Vice Presidents, the delinquent member shall be dropped from membership.

3.10 Other Indebtedness. If, after notice, a member is delinquent in the payment of indebtedness to the Society for a period of at least thirty (30) days, that fact may be certified to the Board of Vice Presidents by the Executive Director for action.

3.11 Reprimand, Probation, Suspension, and Expulsion.

3.11.1 Grounds, Penalty. Any member found guilty by the Board of Vice Presidents of

(a) Any failure to pay an indebtedness to the Society within the period of time set by that Board; and/or

(b) Any fraudulent or unethical conduct as a stamp collector or dealer; and/or

(c) Any other conduct which has been declared by resolution of the Society or the Board of Directors to be conduct unbecoming to a member, may be reprimanded, placed on probation, suspended for a definite period, or expelled from the Society, or subject to other appropriate sanctions.

3.11.2 Charges, Notice. Charges against a member shall be in writing, and may be proffered by the Board of Vice Presidents itself, by any other officer, staff member, member in good standing, or other individual. All charges shall be definite and specific. A copy of such charges as well as a notice of the time and place of hearing them shall be served, as hereinafter provided, upon the member against whom they are proffered, not less than thirty (30) days prior to the date fixed by the Board of Vice Presidents for a hearing. On or before the date of the hearing, the member charged shall have the right to file a written answer to the charges.

3.11.3 Investigation, Defense, Hearing. Charges proffered against a member shall be investigated by the National Headquarters. In the event the charges are referred to the Board of Vice Presidents, any party to the charges may appear in person and/or be represented by counsel at any hearing related to such charges. The Board of Vice Presidents shall consider the results of any investigation and all evidence, including correspondence and other documents, submitted in support of and/or in defense against the charges, and shall make written findings. If the charges are sustained, the Board of Vice Presidents shall impose a penalty as above provided in these Bylaws. The findings of the Board, and the penalty imposed when the charges are sustained, shall be in writing. All data pertaining thereto shall be permanently preserved at the National Headquarters.

3.11.4 Findings. When charges are proffered against a member, notice thereof shall be given by the National Headquarters. The findings of the Board of Vice Presidents and the penalty imposed, if any, shall likewise be filed with the National Headquarters and entered upon the Society records. The National Headquarters shall advise all parties to the complaint of the Board of Vice Presidents' findings. The findings of the Board of Vice Presidents and the penalty imposed, if any, may also be published in *The American Philatelist*, unless an appeal is filed as hereinafter provided. The findings of the Board of Vice Presidents and the penalty imposed by it,

when no appeal is taken, shall be final. Actions taken by the Board of Vice Presidents may be published or unpublished.

3.11.5 Member Charged With Crime. Any member charged in any court of law with a felony, or charged with crime involving philatelic material or allegations of *crimen falsi* (class of offenses involving deceit or falsification), may be suspended by the Board of Vice Presidents pending trial and, upon conviction thereof, may be placed on probation, suspended for a definite period, or expelled by the Board of Vice Presidents from the Society.

3.11.6 Appeal. Any involved party aggrieved by any decision of the Board of Vice Presidents may file with the National Headquarters a notice of appeal to the Appeals Tribunal. The notice of appeal shall be filed within thirty (30) days after receipt of notice of the findings of the Board of Vice Presidents. The National Headquarters shall transmit to the Appeals Tribunal all evidence and other data in its possession relating to the charges, and the appeal shall be determined by the Appeals Tribunal at its next regular meeting. The Appeals Tribunal may sustain or revise the findings of the Board of Vice Presidents, and may ratify or modify the penalty assessed. If the Appeals Tribunal upholds the findings of the Board of Vice Presidents, the findings may be published in *The American Philatelist* or may be unpublished, at the sole discretion of the Appeals Tribunal. Actions taken by the Appeals Tribunal shall be deemed final, and may not be appealed further or otherwise challenged in a court of law or any other legal proceeding.

3.11.7 Appeals Tribunal. The Board of Directors shall establish an Appeals Tribunal to hear appeals from the decisions of the Board of Vice Presidents. Decisions of the Appeals Tribunal shall be final. The Appeals Tribunal shall be composed of the following members: the APS President, Secretary, Treasurer, four Directors-at-Large, Immediate Past President, and the Executive Director, provided they are not a party to or related to any appeal under consideration and are available to hear appeals. The Board of Vice Presidents may appoint one of its members to appear before the Appeals Tribunal and report the views of the Board of Vice Presidents relating to any appeal under consideration by the Appeals Tribunal.

3.12 Reinstatement. Upon payment of appropriate fees and dues, as determined by the Board of Director, a former member, whose membership was terminated other than by expulsion, may apply for reinstatement. The Board of Vice Presidents may establish a period of time in which a former member will be admitted without further action. A reinstated member may be assigned a former membership number only upon payment in full of all dues in arrears. When an application is submitted by a person whose membership was terminated by expulsion, the application shall be dated not less than three (3) years from the date of the expulsion and shall be accompanied by payment of a non-refundable fee, to be set by the Board of Directors, to defray the costs of investigation. The application must also be accompanied by a personal resume outlining the activities of the former member during the expulsion period. The resume should support and substantiate the worthiness of the former member for reinstatement. In addition, the former member shall submit no fewer than five (5) letters of recommendation from Society members in good standing who support the application for reinstatement. If, after review, the Board of Vice Presidents decides that admission is appropriate, the application will be treated as a new application.

3.13 Official Notices.

- (a) Notices of hearings of disciplinary proceedings shall be served upon a member charged in person, or by certified or registered mail, or by any other method of delivery that provides proof of receipt.
- (b) All other notices may be served in person or by first class mail.
- (c) Notices sent by first class mail shall be deposited in the United States mails and addressed to the member at the last recorded address provided to the Society by the member, with postage fully paid.
- (d) Proof of service may be established by a postal return receipt, a postal mailer's receipt, or by an affidavit of personal service.
- (e) Validity of service shall not be affected by the member's failure to accept delivery, the member's refusal to accept delivery, or by the member's failure to provide the Society with a correct address.
- (f) Notices to the membership may be given by publication in The American Philatelist.

3.14 Services of the Society. Services provided by the Society to its members shall be considered a privilege and may be denied to any member abusing the privilege or violating the established rules governing a service.

3.15 Arbitration/Alternative Dispute Resolution. The Board of Vice Presidents, with the approval of the Board of Directors, may establish rules, regulations, and procedures for the arbitration or other method of resolution of disputes between members.

Article 4 – Meetings of the Society

4.1 Annual Meeting.

- (a) The annual meeting or convention of the Society shall be held at such time and place, and conduct such business, as the Board of Directors shall determine. The Executive Director shall have authority to assume on behalf of the Society, such portion of the expense of holding any such meeting as may be deemed advisable.
- (b) The Board of Directors shall receive reports of all officers and committees at the annual meeting, and shall conduct any other business that may come before it.

4.2 Other Meeting. Other meeting of the Society may be held at such time and place, and conduct such business, as the Board of Directors shall determine. The Executive Director shall have authority to assume on behalf of the Society, such portion of the expense of holding any such meeting as required.

4.3 Special Meetings. Special meetings of the Society may be called by the Board of Directors, or by not less than one percent of the membership. Notice of such a meeting shall be published in The American Philatelist or by such other method as the Board of Directors deems appropriate not less than sixty (60) days prior to the date for which it has been called. The call for the meeting shall specify the purpose of the meeting and the matter or matters to be submitted for consideration and action at the meeting; however, no other business shall be transacted at such special meetings. Publication of the notice of such special meetings shall be construed as an official call for the meeting.

4.4 Arrangements for Meetings. Not later than sixty (60) days prior to the date of any annual or other meeting of the Society, the President shall issue the official call for the meeting. The call shall state the time and place of the meeting and shall be published in the following issue of The American Philatelist.

4.5 Quorum. A quorum for the transaction of any and all business at any meeting of the Society shall consist of not less than twenty-five (25) members present at the meeting.

4.6 Reports and Resolutions. All reports of officers and committees and all resolutions presented at any meeting shall be in writing.

4.7 Rules of Order. All parliamentary questions shall be decided according to the latest edition of Robert's Rules of Order.

Article 5 – Officers

5.1 Eligibility. Any member of the American Philatelic Society, in good standing, who is eighteen (18) years of age or over, shall be eligible to hold any office in the Society or to serve upon any committee; provided, however, that a candidate for the office of President shall have previously served either as an elective officer or as a member of the Board of Directors.

5.2 Elective Officers.

(a) The elective officers shall be a President, three (3) Vice Presidents, a Secretary, a Treasurer, and four (4) Directors-at-Large. Such officers shall serve from the time of the adjournment of the annual meeting in the year of their election, to the adjournment of the annual meeting held three years thereafter, and until the election and qualification of their successors in office.

(b) The term of office for all elected American Philatelic Society Board members shall be a 3-year term.

(c) No person shall hold the office of President, Vice President, Secretary, Treasurer, or Director-at-Large, for more than two (2) consecutive terms in the same office.

(d) No person shall hold elective office for more than three (3) terms in any consecutive twelve (12) year period with the exception that a person may hold the office of President for two (2) terms in addition to the three (3) terms enumerated above.

5.3 Administrative Officers.

(a) The Administrative Officers of the Society shall be: the Executive Director, the Society Attorney, and the heads of such divisions as may be established from time to time.

(b) The Executive Director of the American Philatelic Society shall be appointed or reappointed by the President, subject to approval by the Board of Directors, to serve for indeterminate terms. Compensations shall be fixed by the Board of Directors.

5.4 Headquarters. The Board of Directors shall establish a Headquarters where the administrative affairs of the Society shall be conducted. The Executive Director shall be in charge of the National Headquarters.

5.5 Election.

5.5.1 Time. The elective officers of the Society shall be elected by the members of the Society in good standing by ballot triennially..

5.5.2 Nominations. Nominations may be made, with the consent of the nominee, by

(a) A petition or petitions signed by no fewer than ten (10) members, or

(b) A chapter or chapters. Nominations shall be seconded by ten (10) or more other chapters or by ten (10) or more seconding endorsements each signed by ten (10) or more members, not members of a nominating or a seconding chapter, or by a combination of ten (10) chapters and such seconding endorsements. Only one person may be nominated or seconded for each office by a chapter or a member signing a petition. A nomination or a second thereto made by a chapter shall be signed by its President and Secretary. All nominations and seconds thereto shall be filed with the National Headquarters only during that period between the fifth and ninth months inclusive preceding the month during which the annual meeting is held in that year. Each nomination properly seconded shall be published in *The American Philatelist* not less than ninety (90) days prior to the date of the annual meeting. If the sole candidate for an office dies or is found to be ineligible after nominations have been published, the Board of Directors shall nominate another candidate for such office to fill the vacancy thus created.

5.5.3 Official Ballot. An official ballot shall be prepared by the Executive Director, containing all nominations and spaces for indicating a choice opposite each name. The ballot shall be in such form as shall preserve the secrecy thereof and shall provide for proper identification, and may be in such form as to allow electronic counting. An official ballot shall be provided by the Executive Director to each member in good standing by direct mail, by inclusion in *The American Philatelist*, or by a secure online method, as permitted by applicable law, not less than ninety (90) days prior to the date of the annual meeting.

5.5.4 Return of Ballot. Ballots shall be returned to the Board of Elections by mail or by a secure online method.

5.5.5 Closing, Canvass, Election. The election shall close at twelve o'clock noon, on the seventh Saturday after the date the ballot is mailed. The Board of Elections shall thereupon canvass the vote and report the results of the election to all officers and candidates. A plurality of all valid votes shall be required for the election of a candidate.

5.5.6 Tie Votes. In the case of a tie vote for any office, the tie shall be broken by vote of the sitting Board of Directors from among the candidates whose votes remain equal. The board shall convene and vote within ten (10) days of the date of the announcement of the tie vote. If a successful candidate dies prior to taking office, the vacancy shall be filled by appointment by vote of the Board of Directors sitting at the time of death.

5.5.7 Announcement. Election results shall be announced in a manner in which the notice shall be received by all members.

5.6 Board of Vice Presidents.

5.6.1 Meetings. The Board of Vice Presidents shall convene no fewer than six (6) times per calendar year, with no fewer than two (2) of the meetings to be held in person. All members of the Board of Vice Presidents shall attend in person all meetings at which a member of the Society, against whom charges have been proffered, notifies the Board in advance that either the member intends to appear in person or counsel intends to appear on behalf of the member. In the event a member or counsel notifies the Board of the intent to appear, the meeting of the Board of Vice Presidents shall be held within ninety (90) days of the Society's receipt of the notice. Such meetings may be continued or adjourned upon good cause shown.

5.6.2 Removal from Office. If any Vice President fails to attend two or more consecutive meetings of the Board of Vice Presidents or more than four (4) meetings during a period of one year, the Board of Directors may declare the position vacant.

5.7 Vacancies.

(a) Death, Resignation or Other Removal from Office. In case of a vacancy in the office of any of the officers of the Society because of death or removal, such vacancy shall be filled as follows: In the office of President, by election by the Board of Directors from among its own membership. In any other elective or administrative office, by appointment by the President, subject to approval of the Board of Directors. In the event of vacancy in the office of President, the Board of Vice Presidents shall call a meeting of the Board of Directors within ten (10) days for the purpose of naming a new President. Such vacancies shall be filled subject to the term limitations of 5.2 (c) and (d).

(b) Should the President notify the Board of Directors that he or she is temporarily incapacitated or otherwise unable to perform the duties of the office, the Chair of the Board of Vice Presidents shall assume the role of Acting President until such time as the President notifies the Board of Directors in writing, or by email or other electronic means, of his or her ability to resume the duties of the office.

(c) Should the President be temporarily incapacitated or otherwise unable to perform the duties of the office, without the notification required under Section 4.7(b), then, upon proper notice to the President and all members of the Board, the Board of Directors may, upon a vote of 75 percent of the members present or voting, declare the President incapacitated, and the Chair of the Board of Vice Presidents shall assume the role of Acting President until such time as the President notifies the Board of Directors in writing, or by email or other electronic means, of his or her ability to resume the duties of the office. The President shall, upon proper notice to the President and all members of the Board, be reinstated upon a simple majority vote of the Board of Directors.

(d) Should any member of the Board of Directors notify the Board that he or she is temporarily incapacitated or otherwise unable to perform the duties of the office, the Board of Directors may, upon a vote of a simple majority of the members present or voting, declare the officer to be incapacitated, and the President shall appoint a person and the board shall confirm that person to act in that officer's stead until such time as the officer notifies the Board of Directors in writing, or by email or other electronic means, of his or her ability to resume the duties of the office. The officer shall, upon proper notice to the President and all members of the Board, be reinstated upon a simple majority vote of the Board of Directors.

(e) In the event of a vacancy or appointment to fill any vacancy, notice shall be provided to the membership in the next issue of the American Philatelist or by other means that assures that all members receive notice of the vacancy or appointment.

5.8 Removal from Office. Any member of the Board of Directors or the Executive Director may be removed from office or suspended for a definite period by the Board of Directors, upon being found guilty by the Board of misconduct in office, or neglect of or inattention to official duty, or upon being found by the Board unable to perform official duty. Charges may be proffered in writing by three (3) or more members in good standing, against any member of the Board of Directors or the Executive Director. Where charges are so proffered by members, the

Board of Directors shall first determine whether the charges are of sufficient gravity to justify a hearing thereon, and if so, or in case they shall have decided to act upon their own initiative, they shall cause notice in writing to be served upon the officer against whom the charges are made, not less than ten (10) days prior to the date fixed by them for the hearing thereof. All charges shall be definite and specific, and a copy thereof shall be served with the notice of the hearing. Not less than two-thirds of the full membership of the Board of Directors must concur in any order for removal from office.

Article 6 – Duties of Directors and Officers

6.1 The Board of Directors.

6.1.1 Voting Members. The Board of Directors shall consist of the President, three Vice Presidents, the Secretary, the Treasurer, four Directors-at-Large, and the Immediate Past President. The Board shall have full power to set policy and direction of the Society except as otherwise provided in these Bylaws, but shall exercise its power in conformity with such definite orders and instructions as shall be given to it by the members of the Society by majority vote taken by ballot in a referendum conducted in the manner provided in Section 13.2 for the adoption of an amendment to these Bylaws.

6.1.2 Nonvoting Members. The American Philatelic Research Library President and the Dealer Representative shall be nonvoting ex officio members.

6.1.3 Surety Bonds. Surety Bonds shall be provided for all employees of the Society at the Society's expense and maintained in appropriate amounts by the Executive Director. Additionally, liability insurance coverage for all officers, directors and employees shall be provided and maintained by the Society as may be required from time to time.

6.1.4 Board Meetings. The Board of Directors may be convened in session by the President, or by any three members of the Board, for the general transaction of business, or for the consideration of such special matters as may be specified in the call for the meeting. The meeting may be held in person, through teleconference, conference call, or as otherwise deemed appropriate.

6.1.5 Unanimous Consent of Directors in Lieu of Meeting. Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Secretary of the Society.

6.1.6 Unbecoming Conduct. The Board of Directors shall have authority to define, by general resolution, conduct unbecoming a member, which shall be the basis for disciplinary action.

6.1.7 Record of Proceedings. The Board of Directors shall keep an accurate, complete, and permanent record of all proceedings, which record shall be permanently filed at the National Headquarters.

6.2 The President.

(a) The President shall preside at all meetings of the Society and the Board of Directors.

(b) The President shall appoint, with the approval of the Board of Directors, the various committee chairpersons. The President or the Treasurer or the President's designate shall sign all vouchers for payments from the funds of the Society over such amount as set from time to time

by resolution of the Board of Directors. The President shall execute on behalf of and in the name of the Society, all contracts, deeds, and other legal instruments when so authorized by the Board of Directors, except as specified in Section 5.8 below.

(c) The President shall have general supervision over all officers and committees, to the end that there shall be full and complete performance of their duties by each of said officers and committees.

6.3 The Board of Vice Presidents.

(a) The three Vice Presidents shall constitute the Board of Vice Presidents as said term is employed in these Bylaws. The Board of Vice Presidents shall elect one of its members as Chairperson and/or another as Recorder and the Recorder (Chairperson) shall have the custody of the current records of the Board and shall act as its Secretary.

(b) The Board of Vice Presidents shall have charge and control of the admission of members as otherwise herein provided.

(c) It shall be the disciplinary body of the Society, and shall have authority, subject to appeal to the Appeals Tribunal, to discipline or expel members for failure to pay their indebtedness to the Society, for fraudulent or unethical conduct as stamp collectors or dealers, or for conduct unbecoming a member as defined by general resolution of the Society or the Board of Directors.

(d) It shall keep an accurate and permanent record of its decisions in a form determined by them, and such records shall be permanently filed in the National Headquarters after they have ceased to be current.

(e) It shall submit a report to the annual meeting.

6.4 The Secretary.

(a) The Secretary shall keep accurate and permanent records for all of the regular and special meetings of the Society and of the Board of Directors, which shall be permanently filed at the National Headquarters.

(b) The Secretary, when required, shall attest all legal documents and all charters for chapters and certificates presented to life members, and shall perform such other duties as are delegated to the Secretary elsewhere in the Bylaws.

6.5 The Treasurer.

(a) The Treasurer shall oversee the investments of the Society subject to the supervision of the Board of Directors.

(b) The Treasurer shall advise the Executive Director in all matters concerning the financial duties discharged at the National Headquarters.

(c) The Treasurer shall in collaboration with the Executive Director present an annual financial report and a report of budgetary requirements.

6.6 The Directors-at-Large. The Directors-at-Large shall have supervision of such activities of the Society as may be assigned to them by the President, and shall help promote the Society in their several localities.

6.7 The Immediate Past President. The Immediate Past President shall be a member of the Board of Directors, and may vote in all matters pending before the Board. If the Immediate Past

President is unwilling or unable to serve, or if there is no Immediate Past President, the President may, with the approval of the Board of Directors, appoint another individual who has served as president to serve as the Immediate Past President.

6.8 The Executive Director. The Executive Director shall be responsible for the operation and functioning of the Society as its Chief Executive Officer subject to the supervision of and consistent with the policies, orders, advice and directions of the Board of Directors. He shall be a member of the Society qualified by experience and ability to administer the general business affairs of the Society in a satisfactory manner and shall be in charge of the National Headquarters of the Society and shall have ultimate responsibility for the financial and administrative affairs of the Society, its programs, services and personnel, including but not limited to the following:

- (a) supervision of the direct-hire and contract employees of the Society.
- (b) execution of contracts and other legal instruments on behalf of and in the name of the Society up to a value and under such conditions as may be determined by the Board of Directors by resolution.
- (c) collection and preservation of all general records and official documents of the Society, except as otherwise herein provided.
- (d) keeping custody of the seal and records of members.
- (e) collection of all dues and fees, and the keeping of proper books of account showing all receipts, disbursements, and balances of cash on hand.
- (f) receipt of all applications for membership and to cause the list of applicants to be published in The American Philatelist. If an objection to an applicant is received, copies of the application and objection shall be furnished to the Board of Vice Presidents.
- (g) furnishing a printed copy of the Standing Resolutions, Bylaws, and approved Board of Directors' Minutes to any member upon request.
- (h) managing fundraising campaigns, soliciting funds from primary donors, seeking grant funding, overseeing solicitation mailings, donor recognition, and proper accounting and use of donations, both in-kind and cash
- (i) creating, implementing, and managing successful membership recruitment and retention programs
- (j) oversight and management of the operating budgets of the Society
- (k) assisting the Board of Directors in long range planning and implementing the strategies designed to achieve its goals.

6.9 Society Records. Any officers or any committees having charge or custody of Society records and/or properties shall, upon termination of their term of office or upon the appointment of a new committee, deliver such records and/or properties to the Executive Director or designate. No permanent Society records shall be destroyed unless approved by the Board of Directors.

6.10 Other Provisions.

(a) In addition to the powers conferred and the duties imposed by this Article upon the several officers of the Society, such officers shall exercise the powers conferred and perform the duties imposed upon them by the other Articles of these Bylaws.

(b) Except as their duties are otherwise herein provided for, the duties of the various administrative officers shall be such as may be prescribed by the Executive Director.

Article 7 – Committees

7.1 Appointments. Subject to the approval of the Board of Directors, the President shall designate such standing committees and appoint chairpersons of such committees. Committee members shall be designated by committee chairpersons subject to approval by the President.

7.2 Tenure. Committees shall serve only for the specific term for which the President is elected and until their successors are appointed; or for such term as the Board shall determine.

7.3 Duties. The duties of the Committees, and the rules and regulations governing their operations, shall be prescribed by the Board of Directors, except as otherwise provided herein.

Article 8 – Divisions

8.1 Divisions.

(a) The Board of Directors shall have authority to establish any Divisions of the Society as they may deem advisable.

(b) When any division is established, the Executive Director shall prescribe the rules and regulations thereof, and all such divisions shall be conducted under the supervision of the Executive Director.

(c) Any division so established by the Board of Directors may be discontinued by the Board at any time, by giving notice thereof in The American Philatelist.

Article 9 – Chapters

9.1 Organization.

(a) Three or more members of the Society may associate themselves together for the purpose of forming a chapter of the Society, and may make application for admission as such. The application shall state the name, location, names of members and officers, and the rules of the proposed chapter. If such application is approved by the Board of Directors, such applicant shall become a chapter of the Society, subject to the provisions of this Article.

(b) In all cases where less than five members of the Society are associated together for the formation of a chapter, the approval of their application shall be probationary, depending upon the increase of the Society members in said chapter to at least five within two years.

9.2 Fees and Dues. Each chapter shall pay the same admission fees and dues as an individual member of the Society.

9.3 Non-Society Members. A chapter may admit to membership therein persons who are not members of the Society, but the number of members of the American Philatelic Society in any chapter shall not be less than five. A chapter shall be considered for the purposes of these Bylaws as an individual member. The operations of a chapter shall be an internal matter of the chapter and the Society shall not bear any responsibility or obligation for any operation or action of any

such chapter. Acceptance of the membership of a chapter constitutes an expression of warranty that the chapter is complying and will comply with all laws pertaining to the chapter.

9.4 Chapter Representative. Each chapter shall designate one of its members, who shall be a member of the Society, as the representative of the chapter in its dealings with the Society.

The representative shall report all activities of the American Philatelic Society to the chapter, and generally supervise the recruiting from the chapter of members of the American Philatelic Society and make sure that all chapter reports to the Society are promptly made, and all other procedural requirements are complied with.

9.5 Sales Division Service. Chapters may participate in the Sales Division under such conditions as the Executive Director may prescribe.

9.6 Reports. Each chapter shall make an annual report of its activities signed by an officer, and indicate therein those of its members who are members of the American Philatelic Society. Failure to do so or to have less than five American Philatelic Society members on its membership rolls for two consecutive years shall be grounds for the Board of Vice Presidents to revoke the charter of the chapter.

Article 10 – Affiliates

10.1 Specialty Societies. Upon request submitted to the Executive Director, any organization at least national in scope and character formed for the study of a special phase of philately whose objectives and activities are compatible with the American Philatelic Society, may affiliate with the Society with the approval of the Board of Directors. Affiliation may be terminated by either the affiliate or by the Society upon 90 days written notice.

10.2 Purpose. The purpose of affiliation is to sponsor and engage in such activities as will be mutually beneficial to the organizations and to promote the fullest possible exchange of information and ideas for the welfare of philately.

10.3 Reports. Each affiliate will designate a member of the American Philatelic Society to be its representative who will be responsible for furnishing the Executive Director of the American Philatelic Society an annual report including the names and addresses of the affiliate's current officers. This can consist of the published report of the affiliate or, if no published report exists, the report can be made on a form furnished by the Executive Director. Each affiliate shall provide the Society with its bulletins and its membership list when published from time to time and in exchange the Society will provide the representative of each affiliate with the monthly issues of The American Philatelist, which include the periodic and annual reports of the Society.

10.4 Terminology. An affiliate which has heretofore used the designation of "Unit" may elect to continue such designation.

Article 11 – Funds, Finances, and Salaries

11.1 Life Membership Fund. Monies received for Life Memberships shall constitute the Life Membership Fund and shall be invested. Yearly the Executive Director may distribute to the General Fund an amount to be determined by the Finance Committee, and approved by the Board of Directors, to be representative of the cost of services to life members.

11.2 Insurance Fund.

(a) The fees assessed for the circulation of sales books in the Sales Division which are provided for by Article 7.1 (c) shall constitute the Insurance Fund, the principal of which that is not needed for the current operations of the fund shall be invested, pending any future need for its use.

(b) From the Insurance Fund may be withdrawn and distributed periodically to the General Fund an amount, to be approved by the Board of Directors, to cover the cost of managing the operations of the Insurance Fund.

(c) There shall be paid out of the Insurance Fund claims submitted by members of the Society for loss or damage to stamps in circulation in the Sales Division where such losses or damages have been substantiated.

(d) There shall also be paid out of the Insurance Fund, with the approval of the Board of Directors, the cost of such protective measures as are established for the purpose of preventing substitution and fraudulent claims and substantiating just claims against the Insurance Fund, the premium upon the official bonds of the employees required to be bonded, the premiums upon insurance provided for the Society, and the cost of processing claims made upon the Fund.

(e) The income of the Insurance Fund, unless required to meet its obligations, may be withdrawn periodically and distributed to the General Fund for the general purposes of the Society.

11.3 Tiffany Fund. Any monies donated to the Society, specifically for the Society's endowment, shall constitute the Tiffany Fund, the principal of which shall be invested to serve as an endowment for the Society. Yearly, the executive Director may distribute to the General Fund any earnings which have accrued to that Fund. Such funds are used to improve services to the membership or to undertake new projects as approved by the Board of Directors.

11.4 Other Funds. The Board of Directors may approve additional funds designated for specific purposes.

11.5 General Fund. All other income of the Society not otherwise designated shall constitute the General Fund.

11.6 Management of Funds. Subject to supervision by the Finance Committee, the Executive Director may enter into or terminate custodial contracts or trust agreements for the management and handling of Society funds.

11.7 Budget. The Finance and Audit Committee shall annually present for approval by the Board of Directors a budget for the ensuing fiscal year showing the estimated receipts accruing to the General Fund, and the proposed expenditures for the current operations of the Society. Except when expressly authorized by the Board of Directors all expenditures of the Society shall be limited to the amounts authorized by the budget as thus approved and in effect at any given time.

11.8 Fiscal Year. The fiscal year for the Society shall commence January 1st in each calendar year.

11.9 Disbursement of Funds. All disbursements of funds shall be executed by the Executive Director or the Executive Director's designate and reviewed by the President or the Treasurer or the President's designate; provided that vouchers and checks for disbursements of amounts less than \$5,000.00 may be signed by the Executive Director or the Executive Director's designate.

11.10 Auditing of Accounts. All accounts of the Society shall be audited annually by a certified public accountant employed by the Board of Directors and at any other time when the Board shall so direct.

Article 12 – Limitations of Personal Liability

12.1 Indemnification of Directors and Officers. Each person who is or was a Director or Officer of the Society (including the heirs, executors, administrators of the estate of such person) shall be indemnified and held harmless by the Society for all actions taken by him/her and for all failures to take action (regardless of the date of any such action or failure to take action) to the fullest extent permitted by Pennsylvania law against all expense, liability and loss (including without limitation attorneys' fees, judgments, fines, taxes, penalties, and amounts paid or to be paid in settlement approved by the APS) reasonably incurred or suffered by such Director or Officer in any such person's capacity as Director or Officer, or arising out of such person's status as Director or Officer. No indemnification pursuant to this Section shall be made, however, in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted misconduct or recklessness.

12.2 Notwithstanding the foregoing section, a director shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- (a) The director has breached or failed to perform the duties of office under 15 Pa.C.S. 5712 or any amendment, supplement, or re-enactment thereof (relating to standard of care and justifiable reliance); and
- (b) The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness; provided, however, that the provisions of this Section shall not apply to the responsibility or liability of a Director pursuant to any criminal statute, or to the liability of a Director for the payment of taxes pursuant to Local, State, or Federal Law.

Article 13 – Amendments

13.1 Amendment Proposals. The Bylaws of the Society may be amended as herein provided. Amendments may be proposed:

- (a) By the Annual Meeting;
- (b) By petition signed by at least 100 members in good standing;
- (c) By action of a chapter of the Society, provided one or more other chapters endorse the proposal; and all proposals and endorsements thereto made by chapters shall be signed by their President and Secretary; and
- (d) By the Board of Directors.

13.2 Amendment by the Board of Directors. The Bylaws of the Society may be amended, when appropriate, by a two-thirds majority of the Board of Directors, subject to the approval of the membership as hereinafter provided.

13.3 Procedures. A proposed amendment and an amendment adopted by the Board of Directors pursuant to 13.2 shall be placed in the hands of the Executive Director not later than the last day of the fifth month preceding the month during which the annual meeting is to be held and shall be published in The American Philatelist at least ninety days prior to said meeting. A ballot for voting upon a proposed amendment or amendment adopted by the Board of Directors

shall be provided to each member in good standing by direct mail or by inclusion in The American Philatelist not less than 90 days prior to the date of the annual meeting. Arguments pro and con furnished by members interested may be distributed with the ballot, upon such conditions as the Board of Directors may prescribe. The form of the ballot shall provide a space wherein each member may indicate a vote for or against the proposal or amendment submitted. The ballots shall be tabulated and the vote reported by the Board of Elections as herein provided. A favorable vote by two-thirds of the members voting thereon as herein provided shall be necessary for the adoption or nullification of the Bylaws.

13.4 Special Election. The Board of Directors may, in lieu of the procedure set forth, direct that a proposed amendment or an amendment adopted by the Board of Directors be submitted for the vote of the membership by mail, provided due notice thereof shall be given in The American Philatelist at least 90 days prior to said vote.

Article 14 – Standing Resolutions

14.1 Definition and Scope. Standing Resolutions shall be regulatory in nature whose application is not limited to one year, as a Standing Resolution shall be printed as an appendix to the Bylaws, but shall not amend nor change the meaning of the Bylaws.

14.2 Life of Resolution. A Standing Resolution shall stand until its regulations are no longer in force or necessary in the opinion of the Board of Directors.

14.3 Presentation and Adoption. Standing Resolutions shall be presented to the membership at a Business Meeting of the Society for action, provided that the Board may adopt such Resolutions between meetings of the membership, but such Resolutions shall be submitted for ratification at the next meeting of the membership.

14.4 Effect of Prior Resolutions. Standing Resolutions in force at the time of the Bylaws shall remain in effect as herein above provided.

Article 15 – Dissolution

15.1 Upon dissolution of the Society, any surplus remaining after paying or providing for all liabilities of the Society shall be distributed to such other organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future Internal Revenue Law, as the Board of Directors shall determine.