

# ***THE CONSTITUTION AND BY-LAWS OF THE SYRACUSE STAMP CLUB***

## ARTICLE 1: NAME

Sec. 1.1 The name of the organization shall be the Syracuse Stamp Club, a non-profit educational organization, hereinafter designated as the Club.

## ARTICLE 2: GOALS

Sec. 2.1 The advancement of knowledge concerning all aspects of philately. The promotion of the hobby of stamp collecting in the Syracuse area through appropriate public relations and educational activities. The encouragement of the members to increase their philatelic knowledge through education, individual research, exhibit preparation, and other means.

Sec. 2.2 The encouragement of a friendly and social exchange of information, experience, and philatelic material among its members and other interested persons, through local meetings, and participating in the activities of the Federation of Central New York Philatelic Societies, Inc., and other state, national, and international organizations.

## ARTICLE 3: MEMBERSHIP

Sec. 3.1 The membership of the club shall consist of persons of good character who are interested in philately and the goals of the Club. They shall be elected to membership in accordance with the by-laws.

Sec. 3.2 The term Regular Member as used in this constitution shall include all persons having the full rights and privileges of regular members as prescribed in the by-laws.

## ARTICLE 4: OFFICERS

Sec. 4.1 All officers shall be regular members of the Club. The officers shall consist of the President, Vice-President, Secretary, and Treasurer.

Sec. 4.2 The only elected officers shall be the President and the Vice-President, and they shall not be eligible to serve more than two consecutive terms.

Sec. 4.3 The president shall appoint the Secretary and the Treasurer. Such appointments shall be subject to approval by the Board of Directors.

Sec. 4.4 The term of office for all officers shall be two years, commencing at the first meeting following election.

## ARTICLE 5: BOARD OF DIRECTORS

Sec. 5.1 The affairs of the club shall be managed by a Board of Directors, subject to the conditions set forth in the Constitution and these by-laws, hereinafter designated as the Board.

Sec. 5.2 The Board shall consist of the President, Vice-President, Secretary, Treasurer, immediate available past President, and four Directors elected in accordance with these by-laws. The Board will elect a Chairperson.

Sec. 5.3 The term for the Directors will be for three years commencing at the first meeting following election. Terms of office will be so that at least one Director is elected each year.

Sec. 5.4 The immediate available past President will serve for the term of their successor: a period of two to four years.

Sec. 5.5 A quorum of the board will consist of a simple majority of its members. The Chairperson will have no vote except in the instance of a tie vote.

## ARTICLE 6: CLASSIFICATION OF MEMBERS

Sec. 6.1 The membership of the club will consist of Regular, Junior, Life, and Honorary members.

Sec. 6.2 A Regular Member shall be any person 18 years or above. They are entitled to all the rights and privileges of membership: to vote, hold office, receive Club publications, borrow library materials, purchase from sales circuits, bid and submit lots at Club auctions, and to purchase, trade and sell with members.

Sec. 6.3 A Junior Member shall be any person below the age of 18 years and shall include all the rights and privileges of membership except holding office.

Sec. 6.4 A Life Member shall be any Regular member who has belonged to the Club for at least twenty years. A Life Member shall have all the rights and privileges of membership, but shall pay no Club dues.

Sec. 6.5 An Honorary Member may be designated at the discretion of the Board, and may be for any duration deemed appropriate. An Honorary member shall have all the rights and privileges of regular membership except voting and holding office. They shall not pay Club dues.

## ARTICLE 7: ADMISSION AND EXPULSION OF MEMBERS

Sec. 7.1 To become a member, an eligible person must first apply for membership by completing the Club's Application for Membership and payment of the current dues. The applicant becomes a member only after their application has been read at a regular meeting, and the provisions of Section 7.2 have been met.

Sec. 7.2 Election to membership shall be by written ballot only. The applicant whose first reading has been made, must be present when their name is up for a vote into the Club, which will generally be the next meeting after the first reading. If they are absent, action will be postponed until they are present. Three ballots in opposition constitutes rejection. Any rejected applicant cannot become eligible for election to the Club for at least twelve months, and shall have their dues payment refunded.

Sec. 7.3 A member may be expelled for conduct unbecoming a member of this Club. All charges shall be presented to the Board who shall give two weeks written notice to the accused requesting that person to appear before the Board for a hearing on the charge(s).

Sec. 7.4 Recommendation to the membership at large for expulsion of a member must be by a two-thirds vote of the Board. In the event the Board recommends the expulsion of a member, as herein provided, their recommendation shall be presented to the membership at a regular meeting and a vote by written ballot shall be taken. Expulsion shall require at least a two-thirds majority vote of the membership present at the meeting.

#### ARTICLE 8: ELECTION OF OFFICERS

Sec. 8.1 The President will appoint a Nominating Committee at the first meeting in September. This committee will present a slate of officers and director(s) at the first meeting in November.

Sec. 8.2 The election of officers and director(s) will be held at the first meeting in December; the Annual Meeting of the Club. Nominations will also be accepted from the floor. Voting will be by written ballot.

Sec. 8.3 In case a vacancy occurs in any office, the President shall fill the vacancy by appointment from the eligible membership. Such an appointment will be subject to the approval of the Board.

#### ARTICLE 9: MEETINGS

Sec. 9.1 Regular meetings of this Club will be held on the first and third Fridays of each month. A meeting date may be changed or a special meeting called by order of the President or Board with advance written notice to all members. All business will be conducted according to parliamentary rules as outlined in Robert's Rules of Order unless specifically provided for in the Constitution and these by-laws.

Sec. 9.2 To vote on Club business, a quorum will consist of fifteen paid members including at least two Officers. To vote on membership, a quorum will consist of ten paid members including at least two Officers. No business may be conducted by the Club and no final actions taken without such a quorum.

Sec. 9.3 The annual meeting of the Club will be held at the first meeting in December. The election of Officers and Directors for the ensuing year will be held at this meeting.

Sec. 9.4 The Board will meet at least one time between the December election and the first meeting in January to review and evaluate the activities of the past year and to orient any new Officers and Directors to their duties. Both new and past Officers and Directors may be present at this meeting.

Sec. 9.5 Other Board meetings may be called by the President, Board Chair, or by the request of any two Directors, or by request of any five members of the Club other than Board members. At least one week's notice must be given for each meeting.

Sec. 9.6 All Club committees whether standing or ad-hoc will meet as often as determined necessary by their Chairperson to fulfill their responsibilities pursuant to these by-laws or as directed by the President.

#### ARTICLE 10: ANNUAL DUES

Sec. 10.1 The annual dues will be established by the Board, all dues being on a fiscal basis. The fiscal year of the Club will begin on January 1 and end on December 31.

Sec. 10.2 Dues shall be payable in advance and shall become due on January 1. Any Regular or Junior Member who has not paid their dues by February 1, shall be in arrears and will be notified by the Treasurer. If the members dues are not paid by March 1, the member will automatically be dropped from the membership and lose all Club privileges.

Sec. 10.3 Any Regular or Junior Member dropped from membership for nonpayment of dues may be reinstated upon request and payment of dues, provided they receive a majority vote of the Board for such reinstatement. Any Regular or Junior Member who resigned in good standing may be reinstated under the same aforementioned provision.

#### ARTICLE 11: DUTIES OF OFFICERS AND DIRECTORS

Sec. 11.1 The President shall provide leadership and direction for the Club and preside at all Club meetings. The President will appoint all committees and will be an ex-officio member of all committees except the Nominating Committee. The President will appoint all other than elective officers, providing such appointments are approved by the Board. The President will maintain liaison with all Club committees to keep them active. The President is empowered to, himself or through a designee, express by letter or personal appearance the support or disapproval of the Club, or any actions concerning philately, in accord with the stated objectives of the Club. The President is authorized to sign checks in the absence of the Treasurer.

Sec. 11.2 The Vice President will preside in the absence of the President. The Vice President will assist the President in carrying out his/her duties. The Vice President will be Program Chairperson and with the Program Committee will submit a tentative program for the upcoming year by December 31. The Vice President or his/her designee should orient all applicants to the Club and provide all newly elected members a copy of the Orientation Pamphlet.

Sec. 11.3 The Secretary will keep a written record of all business meetings, including Board meetings. The Secretary shall issue meeting notices, and other correspondence as directed by the President, Vice President, or the Board. It shall be his/her duty to determine the names of all visitors at Club meetings and report these in the official minutes. The Secretary with the assistance of the Treasurer will publish a Membership List as of the first meeting date in February of the new fiscal year.

Sec. 11.4 The Treasurer shall be the fiscal officer of the Club. The Treasurer will receive all monies paid to the Club and will keep such monies, except for a petty cash fund not to exceed twenty dollars, in a Syracuse bank under the name of the Syracuse Stamp Club. The Treasurer will issue membership cards and keep permanent records of all members. The Treasurer will pay all bills as directed by the Board; all bills exceeding ten dollars must be paid by check. All bills in excess of fifty dollars (except postage) must receive a majority vote of the Board prior to payment. Any expenditure in excess of one hundred dollars shall be approved by the general membership at a regular meeting. The Treasurer will keep financial records detailing all receipts, expenditures, and debts of the Club and such records will be accessible to the Board. The Treasurer will submit a written, audited financial statement to the Board no later than March 1. The President will appoint a committee of two or more persons to audit the financial statement prior to submission to the Board.

Sec. 11.5 Each officer, at the expiration of his term of office, shall deliver to their successor all books, papers, monies, and other property of this Club in their possession, and will not be relieved of their obligations until this section has been complied with.

Sec. 11.6 The Board shall safeguard all monies and property of the Club, and will be responsible for monitoring and approving the prudent expenditure of Club funds. The Board shall prepare a budget for the ensuing fiscal year and will set the membership dues for the next fiscal year. This meeting will take place no later than January 1. The Board will prepare and submit an Annual Report to all members by March 1 which will include:

1. A review of the past year's activities and accomplishments,
2. Membership growth (or decline),
3. A financial statement for the past fiscal year (Treasurer's Report),
4. The budget for the coming year,
5. The goals for the coming year.

## ARTICLE 12: DISSOLUTION OF THE SYRACUSE STAMP CLUB

Sec. 12.1 This Club may be dissolved by two thirds (2/3) vote of the members of the Club under the following conditions: The membership may wish to dissolve the Club for example, so it can join another organization. Lack of membership participation, such as failure to meet quorum calls at meetings, crippling the membership from doing any official business is another reason. Other reasons not explained or foreseen could apply.

Sec. 12.2 The dissolution will be:

1. The Board of Directors, by their majority vote must decide and explain a dissolution move in complete detail, together with reasons and method of disposal of all assets. This must be communicated in writing to all members in good standing mailed to their last known address at least two weeks prior to the dissolution meeting.
2. The dissolution meeting must meet all of the quorum requirements in the constitution except that in this particular case, the quorum can be met in person or by written proxy. A clear written proxy with a yes or no vote, duly signed can count as if the member were present.
3. The motion passes to dissolve with two thirds vote of all member and proxies present, then the Board of Directors shall:
  - a. Pay all outstanding debts of the Club.
  - b. Act on the direction of the members present to dispose of all monies, property, and archives. The intent is that disposition of everything shall be for the sole purpose of promoting philately at a local, state or national level.

Sec. 12.3 No member shall benefit financially whether on an individual or corporate basis from the final disbursement.

#### ARTICLE 13: AMENDMENTS

Sec. 13.1 The Constitution and by-laws may be amended at any regular meeting of the Club by a two thirds majority vote of the members present (provided a quorum is present) and providing the proposed change has been introduced at a previous regular meeting, and provided that the proposed change has been approved by a majority of the Board.

Sec. 13.2 No vote will be taken on any such change unless a written notice has been mailed to the last known address of each member at least two weeks prior to such vote.

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