

Mid-Cities Stamp Club

P. O. Box 2158, Arlington, TX 76004-2158



CONSTITUTION and BYLAWS

MID-CITIES STAMP CLUB CONSTITUTION

(A Texas Not-For-Profit-Organization)

(As proposed by the Mid-Cities Stamp Club's Board of Directors on January 31, 2004 and adopted by the club membership on April 7, 2004)

ARTICLE I NAME AND PURPOSE

Section 1. Name: This not-for-profit-organization shall be known as the Mid-Cities Stamp Club and within this Constitution, and Bylaws, be referred to as the "Organization."

Section 2. Purpose: This Organization shall have as its purpose to encourage and aid in the collecting and study of postage stamps and all related areas of philatelic interest; to encourage and facilitate contacts between other collectors, other stamp clubs and professional philatelic organizations as well as dealers, and their professional business organizations. The Organization will provide, when possible, meeting facilities; presentations, educational and social activities; exchange, purchase and trading opportunities, plus special events. All the above activities will have as a goal the encouragement of enhancing stamp collecting and providing fraternity between members and other philatelists.

ARTICLE II MEMBERSHIP

Section 1. Membership classes: The Organization shall have two classes of members. The designation of such classes and the qualifications and rights of such classes shall be as follows:

- a. Adults: Any person of good character, eighteen (18) years of age or over, interested in philately, is eligible for adult membership in the Organization, subject to the provisions of the Constitution and Bylaws.
- b. Youth: Any person of good character, less than eighteen (18) years of age, interested in philately, is eligible for youth membership in the Organization, subject to the provisions of the Constitution and Bylaws.

Section 2. Voting rights: Each member shall be entitled to one (1) vote in each matter submitted to a vote of the membership, except that youth members may not vote on contractual matters.

Section 3. Additional regulations: The Bylaws shall provide such regulations as are necessary relating to dues and fees, discipline, termination, resignation, reinstatement, and transfer of memberships. The Bylaws may also provide sub classifications of the membership classes indicated above.

Section 4. Affirmation of nondiscrimination: Membership in this Organization shall not be restricted on the basis of race, color, sex or religion.

ARTICLE III LEADERSHIP

Section 1. Elected officers: The elected officers of this Organization shall be a president, a first vice president, a second vice president, a secretary, and a treasurer, ranked in that order. The offices of secretary and treasurer may be combined by an affirmative action of a simple majority of the Board of Directors. Only adult members may serve in elective offices.

Section 2. Elected directors: Elected directors are voting members of the Board of Directors and are elected on an at-large basis.

Section 3 Past-president: The Organization's immediate past president will serve as a voting member of the Board of Directors. If he/she is currently an officer or director, he/she will have only one vote.

Section 4 Ex-officio directors: Ex-officio directors are non-voting members of the Board of Directors. They are appointed by the president.

Section 5. Elections: The elected leadership of the Organization shall be elected biennially (every two years) as provided in the Bylaws.

Section 6. Term of office: The Leadership shall be elected for a term of two years. There shall be no term limits imposed. Terms begin on the first day of January. The term of office for all appointments shall end simultaneously with the term of office of the president having made the appointment.

Section 7. Other rules: The Bylaws of the Organization shall provide for the election of leaders, their removal, the filling of vacancies, the necessary qualifications, and duties.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Composition: The Board of Directors of the Organization shall be composed of the elected officers, the immediate past president and three at large elected directors. The president may appoint ex-officio directors to the Board of Directors as non-voting members. These ex-officio directors serve at the President's discretion and their appointment is effective only during the said President's term of office.

Section 2. Vacancies: Any elected vacancy occurring on the Board of Directors other than that of president shall be filled by an appointment by the president, with the majority approval of the Board of Directors. The appointment will be for the unexpired portion of the term of said office.

Section 3. General powers: With the president of the Organization as its chairman, the Board of Directors shall plan and manage the general affairs of the Organization in order that the meetings of the membership are relieved of as much business as is possible, but its actions shall be fully reported to the membership and be subject to any action that may be taken by the membership at an annual or regularly held meeting, in accordance with the Bylaws.

Section 4. Committee Chair Positions: The president, with Board of Directors approval, shall appoint all committee chairpersons. Procedures for appointment et.al, are as established in the Organization's Bylaws.

Section 5. Other rules: The Bylaws shall provide for the rules as to a quorum, meetings and notices, special duties of the Board of Directors, and the election of the Board of Directors.

ARTICLE V ANNUAL MEETING

Section 1. Annual Meeting: The Annual Meeting of membership of the Organization shall be held immediately before the Arlington meeting in November of each year. This meeting will be chaired by the president, or in his/her absence, the highest ranking elected officer present.

Section 2. Authority and responsibility: It shall be the responsibility of the annual meeting to perpetuate the life and existence of the Organization, to certify the election of officers and directors, and for the transaction of any such other business as may come before the annual meeting.

Section 3. Quorum: A minimum of ten percent (10%) of the adult members in good standing shall be necessary to conduct business matters at the annual meeting.

Section 4. Resolutions: The annual meeting may adopt any resolution, not in conflict with the Organization's Constitution and Bylaws, or with the laws governing Texas not-for-profit organizations, and may forward such a resolution to the Board of Directors of the Organization for consideration. Unless such a resolution is rejected by the Board of Directors, the resolution shall have the same effect as having been adopted by the Board of Directors. Any action by the Board of

Directors on such a resolution shall be taken and be reported back to the chairman of the annual meeting within thirty (30) days of the annual meeting at which the resolution was adopted.

ARTICLE VI CONTRACTS / CONTACTS

Section 1. Contracts/Contacts: Any/all representation of this Organization to other entities shall be by the president, other elected officers fulfilling their duties, or individuals selected by the president.

Section 2. Financial Obligations: No member shall financially obligate this Organization unless authorized to do so by the Organization's current approved budget or by approval by the president.

Section 3. Public Statements: Public announcements or statements attributed as a position of this Organization shall be approved by the president. This article in no way limits or prohibits individual members from expressing their own personal opinions.

ARTICLE VII RESTRICTIONS

Section 1. Distribution of funds: No part of the earnings or funds held by the Organization shall be distributed to its officers, directors, or other members for individual services performed for the Organization. The Organization is authorized to make payments and distribute funds in support of purposes set forth in Article I of this Constitution. Any such payments are subject to prior authorization as outlined in Article VI, Section 2.

Section 2. Influence peddling: No part of the activities of this Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Organization shall not participate in, or intervene in (including the publication and distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 3. Public Laws: The Organization will conduct its operations in accordance with current Federal and State laws.

ARTICLE VIII AMENDMENTS

Section 1. Voting: These articles shall be amended by the affirmative vote by a majority of the votes cast by members in good standing voting by printed ballots.

Section 2. Amendment proposals: An amendment of these articles may be proposed in one of the following procedures:

- a. by a written motion approved by a simple majority of the Board of Directors.
- b. by a petition of ten (10) or more members in good standing, submitted in writing and approved by the general membership at the annual meeting of this Organization. The aforementioned written motion or petition shall be forthwith submitted and certified to the secretary of the Organization. After the receipt of said written motion or petition, the secretary shall then prepare or secure the preparing of a printed ballot by which the amendment shall be submitted to adult members in good standing, within thirty-five (35) days after receipt of said written motion.
- c. The membership shall submit, within thirty-five (35) days of mailing, their ballots to the secretary. The secretary, upon said amendment receiving the required number of votes from the required number of eligible voting members voting thereupon, shall immediately certify the amendment to the Board of Directors as having been adopted and approved by the Organization. The amendment shall become immediately effective thereafter.

ARTICLE IX RATIFICATION

Section 1. Ratification: This Constitution, and/or any future replacement thereof, will become effective immediately upon a majority of the votes of members in good standing. Each such member shall be mailed a printed ballot. All responses received by the secretary within 30 days of the mailing will be considered valid. Unreturned ballots shall be considered as abstention and not considered in the final tally.

MID-CITIES STAMP CLUB BYLAWS

(A Texas Not-For-Profit-Organization)

(As proposed by the Mid-Cities Stamp Club's Board of Directors on January 31, 2004 and adopted by the club membership on April 7, 2004)

ARTICLE I

NAME AND PURPOSE

Section 1. Location: The principal office of the Mid-Cities Stamp Club (here-after called the "Organization") shall be located at the current Organization secretary's home address. The Organization shall have an Arlington mailing address.

Section 2. Other offices: The Organization may have other offices within the State of Texas as the Board of Directors may determine or as the affairs of the Organization require from time to time.

Section 3. Fiscal Year: The fiscal year of this Organization shall be from 1 January to December 31.

ARTICLE II

MEMBERSHIP

Section 1. Classifications: The Constitution of this Organization provides for both adult and youth members. The adult classification shall be sub classified as follows:

- a. **Regular membership:** By maintaining annual membership in accordance with these bylaws.
- b. **Honorary membership:** The Board of Directors, by a simple majority vote, may confer upon any person, otherwise eligible for adult membership, an honorary membership, which may be for life, or for a specific term of years.
- c. **Life membership:** Any adult member, currently in good standing, may become a life member upon payment of a sum equal to sixteen (16) times the current annual dues and shall thereafter be exempt from annual dues.
- d. **Member Emeritus:** This class of membership may be conferred by a two-thirds (2/3) vote of The Board of Directors to any person that performs a very unique act(s) of service to the Organization. It is not to be used as recognition of actions by officers and chairpersons in their activities. Such members are exempt from annual dues and are afforded all other privileges of regular members.

Section 2. Youth members' rights and privileges: Youth members shall be subject to all the rights and privileges of adult members, except as restricted in voting on contractual matters

and in holding office. Youth members shall be subject to the same obligations and discipline as adult members.

Section 3. Application for membership:

- a. An application for regular adult membership shall be made in writing to the secretary. Names of applicants shall be published in the official publication of the Organization. Should no written protest by any member in good standing be made to the Board of Directors within 30 days following publication, an applicant will be automatically admitted into membership. Should a protest be received, admission will be deferred while the Board of Directors investigates. The decision as to admission in such cases will rest with the Board of Directors and is final.
- b. An application for youth membership shall be as above except that such an applicant must also submit a minor's guarantee executed in writing by an adult acceptable to the Board of Directors.

Section 4. Dues and fees: All dues and fees shall be payable in advance. The amounts shall be determined by the Board of Directors. Dues are payable at the time of application for membership and on December 31 of each calendar year for subsequent years. Initial new membership fees will be assessed on a quarterly basis for the first calendar year.

Section 5. Good standing: For the purpose of these bylaws, this term refers to a member, not in financial default, and against whom no specific written charges are pending. In the event any member of this Organization shall be expelled from any philatelic association or society of the United States of America, that member shall be considered as having written charges pending and will be subject to an investigation by the Board of Directors.

Section 6. Discipline: The Board of Directors shall have the sole power to investigate, judge, and take appropriate action relative to any charges made against any member of the Organization:

- a. Any charges against a member shall be presented to the Board of Directors in writing. The Board of Directors shall, in writing, inform the charged member of the nature of the charge.
- b. The member so charged shall have a reasonable time to prepare a defense and may be present at the pertinent board meeting to conduct his defense. However, after a reasonable time, as determined by the Board of Directors, action may be taken relative to the charges with the concerned member in absentia.

- c. A member may appeal the action of the Board of Directors to the membership at the next meeting by presenting such intent to the Board of Directors within fifteen (15) days after its decision.
- d. The disciplinary powers of the Organization shall not be invoked in cases involving only petty disputes between members, although its good offices may be requested toward securing an adjustment or settlement of such disputes.

Section 7. Termination of membership: This may take place with the occurrence of any of the following:

- a. Resignation: Any member may resign by filing a written resignation with the secretary, but such action shall not relieve the member so resigning of obligations to pay any dues, assessments, or other charges theretofore accrued and unpaid.
- b. Suspension or expulsion: The Board of Directors, by an affirmative vote of two-thirds (2/3) of all members of the Board of Directors present and voting, may suspend or expel a member in accordance with the provisions of these bylaws.
- c. Dropped for nonpayment of dues: Any member in default of payment of dues shall be automatically dropped from the membership rolls one month after the due date.
- d. Death of member.

Section 8. Reinstatement:

- a. Membership lapse of less than a year: During the year following a membership lapse, a member having resigned or having been dropped for nonpayment of dues may reinstate his or her membership by payment of one full year's dues. This privilege is available only to a member who left the Organization in good standing.
- b. Membership lapse of more than a year: A member having left the Organization for more than one calendar year may reapply for membership. This reinstatement will be handled as new membership and dues will be assessed accordingly. This privilege is available only to a member who left the Organization in good standing.

ARTICLE III MEETINGS OF MEMBERS

Section 1. Regular Meetings: Regular meetings of the general membership shall be held on a regular basis at such times and places as may be fixed by the Board of Directors.

Section 2. Quorum: A minimum of ten percent (10%) of adult members shall be necessary to conduct business matters at regular meetings.

Section 3. Presiding Officer: The president of the Organization, or the highest-ranking officer present, shall serve to conduct business matters at regular meetings.

Section 4. Resolutions: The general membership may adopt at any regular meeting any resolution, not in conflict with the Organization's Constitution or bylaws, or with the laws governing Texas not-for-profit organizations. The presiding officer shall forward said resolution to the Board of Directors of the Organization for consideration. Unless rejected by the Board of Directors at its next meeting, the resolution shall be considered adopted by them.

Section 5. Annual meetings: matters pertaining to annual meetings of the membership are summarized in Article V of the Constitution.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Regular meetings: Regular meetings of the Board of Directors shall be held on a regular basis at a time and place fixed by the Organization's president.

Section 2. Special meetings: Special meetings of the Board of Directors may be called at the request of the president or any two other officers or directors. The person or persons authorized to call special meetings of the board may fix the time and place for holding any special meeting of the board called by them.

Section 3. Notice: Advance notice of regular meetings of the Board of Directors shall be published in the Organization's official publication. Notice of any special meeting of the board shall be given at least seven (7) days prior to the date of said special meeting, by written notice delivered personally, by person-to-person phone call, by mail or electronic communication to each officer and director.

Section 4. Quorum: A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board. If less than a simple majority of directors is present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice and until a quorum is present.

Section 5. Compensation: Leaders, by reason of their election or appointment, shall not receive financial or material compensation for their services on behalf of the Organization.

The Board of Directors may authorize the reimbursement for personal expenditures made by leaders/members for authorized Organization expenses.

ARTICLE V NOMINATION AND ELECTION OF DIRECTORS AND OFFICERS

Section 1. Eligibility: Any adult member of the Organization in good standing may be nominated and become a nominee for an elected office or the Board of Directors provided he or she is a resident of the State of Texas.

Section 2. Nomination: Nomination is made by:

- a. a nominating committee appointed by the president.
- b. any members attending a regular meeting of the club in which nominations are solicited by the presiding officer.
- c. a nominating petition signed by not less than five (5) members in good standing.

Section 3. Acceptance of nomination:

- a. Each nominee for elected office will signify to the nominating authority a willingness to discharge the duties incumbent with election to such office.
- b. Each Appointee to chairpersonships, Board of Directors, etc, will convey a willingness to serve to the appropriate authority

Section 4. Election: A list of elected office nominees shall be furnished to the official publication editor by the president at least fifteen (15) days prior to publication of the October Newsletter. An official ballot shall be published with or in the October newsletter and sent to all members. All ballots received by the secretary by the November annual meeting shall be furnished to a credentials committee, appointed by the president, at the annual meeting. This committee shall immediately count all received ballots and announce results of the count prior to adjournment of the annual meeting. A plurality shall elect both officers and directors with their term beginning on January 1 of the next calendar year. Oaths of office shall be administered the first January regular meeting after elections. The outgoing president shall swear in his successor, after which the new president shall swear in officers and directors elected to serve during his/her term.

Section 5. Ballot: The official ballot will require voter's identification by membership number and/or last name. After ballot count and certification of election results all ballots will be destroyed by chairperson of the credentials committee.

ARTICLE VI DUTIES OF OFFICERS

Section 1. President: The president shall be the principal executive officer of the Organization and shall, in general, supervise and control all of the business and affairs of the Organization. He or she shall preside at meetings of the members and of the Board of Directors, and in general shall perform all duties incident to the office of president, and any other duties as are specifically called for by the Constitution and bylaws, or as may be prescribed by the Board of Directors from time to time.

Section 2. First vice president: In the absence of the president or due to the inability or refusal of the president to act, the first vice president shall perform the duties of the president, and when so acting shall have all the power of and be subject to all the restrictions on the president, and shall perform other such duties as may be prescribed by the Board of Directors from time to time.

Section 3. Second vice president: In the absence of the two higher ranking officers or due to their inability or refusal to act, the second vice president shall perform the duties of the president, and when so acting shall have all the power of and be subject to all the restrictions on the president, and shall perform other such duties as may be prescribed by the Board of Directors from time to time.

Section 4. Secretary: The secretary shall keep the minutes of the meetings of the members, the annual meeting, and the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be a custodian of the Organization's records and of the Organization's seal; see that the seal is affixed to all pertinent documents, the execution of which on behalf of the Organization under its Organizational seal is duly authorized in accordance with the provisions of the Constitution and these bylaws; keep a register of the post office address of each member; and in general, perform all duties incident to the office of secretary, and other duties as from time to time may be assigned by the president. All membership affairs, including renewals, are to be accomplished by this office with distribution of any incoming funds/materials to proper offices.

Section 5. Treasurer: The treasurer shall have charge and custody of and be responsible for all funds and securities of the Organization; receive and give receipts for money due and payable to the Organization from any source whatsoever, and

deposit all such money in the name of the Organization in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and in general perform all the duties as may, from time to time, be assigned by the president. The treasurer shall be responsible for preparing an annual budget prior to the beginning of the fiscal year in response to the Board of Directors guidance. The treasurer will prepare a quarterly financial synopsis showing income and disbursement of any/all funds. This report will be furnished to the president within 30 days of the end of the quarters. Verbal reports of financial status will be made at regular membership meetings.

Section 6. Appointees: The president, subject to a concurrence of a majority of the Board Directors, will appoint chairpersons to organize and supervise various committees necessary to accomplish the goals of the Organization. Such committee chairpersons will be given responsibility and authority deemed necessary to carry out their functions in the name of the Board of Directors. The term of these appointments will run concurrent with the term of the president.

Section 7. Vacancies: In the event the office of president becomes vacant, the first vice president shall succeed to the office. The president, with the approval of the Board of Directors, shall fill a vacancy in any other office of the Organization for the unexpired portion of the term of said office.

Section 8. Removal: Any elected officer or director may be removed by the Board of Directors whenever in its judgment the best interest of the Organization would be served by such action. Removal of such officers shall be by a two-thirds (2/3) majority of the full Board of Directors, disregarding the vote of the person considered for removal.

Section 9. Removal of Appointees and Ex-officio Directors: The president making such appointment shall have the authority to remove such person subject to a majority vote of the Board of Directors, disregarding the vote of the individual involved if he/she is a member of the Board of Directors.

ARTICLE VII PUBLICATIONS

Section 1. Official publication: The official publication of this Organization shall be known as **Stamping Around**. Each member or member's family shall receive a subscription to this publication. The person managing this publication shall be the editor.

Section 2. Publication of business matters: The Board of Directors may from time to time designate official business matters of this Organization to appear in the official publication, as well as other matters of general philatelic interest.

Section 3. Other publications: The Board of Directors may, from time to time, authorize the publication of other philatelic printed matter. Publication of other philatelic printed matter shall be considered by the Board of Directors as may benefit the Organization and/or its members. Such requests will require Board of Directors approval prior to publication.

ARTICLE VIII CHECKS, AUDITS, GIFTS, FUNDS

Section 1. Checks: All checks, drafts or orders for the payment of money shall be signed by officers or other official agents designated by the president. In all instances the Organizations treasurer and president will be given this authority.

Section 2. Audit: An audit committee appointed by the president shall audit the previous years financial records. The audit will be completed within ninety (90) days of the close of each fiscal year. The results will be reported to the membership.

Section 3. Gifts: On behalf of the Organization, the Board of Directors and appointees may accept or reject any contribution, gift, bequest for the general purpose, or for any special purpose.

Section 4. Funds: The funds of this Organization shall be maintained in such designated and described funds and accounts as determined by the Board of Directors.

ARTICLE IX MISCELLANEOUS

Section 1. Fiscal year: The fiscal year of the Organization shall begin on the first day of January and end on the last day of December. Each fiscal year is one calendar year.

Section 2. Organizational seal: The Board of Directors shall provide an Organizational seal, to be held by the secretary. The seal shall include words "Mid-Cities Stamp Club, 1973."

Section 3. Procedures: Rules of order: Roberts Rules of Order - Revised shall be the authority on all questions of procedure not specifically stated in the Organization's Constitution or bylaws.

Section 4. Books and records: The Organization shall keep correct and complete books, records of account and minutes of proceedings of all formal meetings. Such records shall pass to responsible successors as each assumes responsibility for their position.

Section 5. Vote to dissolve: This Organization may be dissolved by a two-thirds (2/3) vote of the entire membership, and in accordance with the state laws provided for such dissolutions.

Section 6. Disposition of assets: In the event of a dissolution of this Organization, the Board of Directors shall make provision for the payment of all the liabilities and dispose of all assets. Assets will be given to a non-profit/not-for-profit organization in accordance with applicable Federal and State of Texas laws.

ARTICLE X ADOPTION AND AMENDMENTS

Section 1. Adoption: These bylaws will become effective immediately upon a majority of the votes of members in good standing. Each such member shall be mailed a printed ballot. All responses received, or post marked, by the secretary within 30 days of the mailing will be considered valid. Others and unreturned ballots will be considered an abstention and not considered in the final tally.

Section 2. Amendment: These bylaws shall be amended by the affirmative action of a majority of the Board of Directors, after publishing notice of the proposed amendment in the official publication of the Organization at least thirty (30) days prior to the date of the board meeting at which said amendment is to be voted.

Section 3. Member comment: Any member, in good standing, in favor of or opposed to such amendment may attend a hearing held immediately prior to the meeting of the Board of Directors at which said amendment is to be voted upon. The time and place of the hearing shall appear in the official publication.