

**CONSTITUTION AND BY-LAWS**  
of the  
**POWAY STAMP CLUB**  
of  
Poway, California.  
**CONSTITUTION**

**Article I – Name**

**Section 1.** The name of this non-profit organization shall be the Poway Stamp Club of Poway, California.

**Article II – Purpose**

**Section 1.** The purposes of this Club are to promote a closer social relationship among stamp collectors of Poway, San Diego, and vicinity, and to assist in spreading the knowledge of stamps and the pleasures derived from stamp collecting to those interested in philately.

**Article III – Membership**

**Section 1.** Any person eighteen years of age, or older who is of good repute and interested in the knowledge and study of stamp collecting in any of its branches, shall be eligible for membership of the Club. A person younger than eighteen years of age with the above qualifications, and the approval and support of a parent or guardian, shall also be eligible, but for a junior membership.

**Section 2.** The Club requires the completion of a membership application which shall be submitted to the Club Secretary. The Secretary will inform the President of the membership application, the President shall then have the Club members vote on the application. Upon approval of the majority of the Club members present, the applicant will become a member in good standing upon payment of the annual dues. Additionally, the President, at his discretion, may approve any membership to the club.

**Section 3.** Club dues shall be set by a majority of the membership, payable with the application for membership. (They are fully refunded if membership is not approved for any reason) Dues become payable by the 1st of February each year, any member failing to pay their dues within thirty (30 days) of the due date shall be considered not in good standing subject to suspension from any committee of which they shall be a member and otherwise deprived of the benefits of membership in the Club. Any member failing to pay within sixty (60) days of the due date shall be dropped from the rolls. For existing Club members, annual dues are payable in January. Club dues for new and existing members will be collected throughout the year. After two years of regular membership, a life membership shall be granted upon payment of 10 times the current annual membership dues amount.

**Section 4.** Life membership without charge may be proposed by the Board of Directors and voted upon by the members of the Club for any member who has rendered long or special and outstanding service to the Club or in the field of Philately.

**Section 5.** Honorary membership may be conferred upon any person who has made significant contributions to Philately. A majority vote of the Club members is required. Honorary members will not be charged for this membership.

**Section 6.** A member in good standing may resign from the Club at any time, by notification to the Secretary.

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**Section 7.** Reinstatement may be made after making an application as established for new members – provided any indebtedness to the Club is paid in full.

**Section 8.** Members found guilty of fraud, dishonesty, or conduct unbecoming a member, may be suspended for a definite period, thereby losing rights and privileges of membership, or expelled. Charges against such members must be made to the Board of Directors, who will present such charges to the accused ten (10) days prior to a hearing before the Board of Directors. The Board can sustain or reject the charges, the records of the case to be preserved in the minutes of the Club. A person expelled from the Club may appeal such action of the Board of Directors directly to a meeting of the Club, with a majority vote prevailing.

#### **Article IV - Officers**

**Section 1.** The officers of the Club shall be President, Vice President, Secretary, and Treasurer. Their terms shall be for one year. They shall be eligible for reelection.

#### **Article V — Board of Directors**

**Section 1.** The Board of Directors shall consist of the officers of the Club, two (2) members -at-large, the immediate past president, and the Program Administrator, for a total membership of eight (8). One member at large shall be chosen at the annual election of officers for a term of two years and one shall be chosen for a term of two years the following year, this procedure shall then be repeated continually. After having been elected to and served one term of two years, no member shall be eligible for reelection to this position until after the lapse of one year. The Board has a duty to be the administrative body for the club and to be responsible for its general welfare.

**Section 2.** No Club Officer shall receive compensation for services, in performance of duties of that Office, except reimbursement for any administrative expense.

#### **Article VI— Amendments**

**Section 1.** This Constitution may be amended at any regular business meeting by a majority vote of the members present, provided that such proposed amendment shall have been presented electronically or in writing to the Club 10 days prior to the meeting at which it is to be submitted for final action and shall have been circulated to the members of the Club during the interim. During the period in which it is circulated, the presiding officer at each regular meeting(s) shall call to the attention of the members present the fact that an amendment to the Constitution is pending and has been circulated.

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## BY-LAWS

### Article I — Officers

**Section 1.** The President shall preside at meetings of the Club, shall appoint all committees, and shall perform all the duties which ordinarily pertain to this office. The President shall conduct meetings of the Board of Directors and shall be an ex-officio member of all Standing Committees. He/She may appoint such committees as are necessary for the well being of the Club. (an example, could be an Internal Audit). He/She is also responsible for appointing those members from the club who will represent the club at the APS, local stamp shows, San Diego County Philatelic Council, and relevant State or local meetings.

**Section 2.** The Vice-President shall, in absence of the President, perform the duties pertaining to the office, and in the absence of both the President and the Vice-President, the Secretary shall perform the duties of the office. In the event of a permanent disability, death, or resignation of the President, the Vice-President shall assume the office of President, the resulting vacancy in the office of Vice-President to be filled as provided in Article V, Section 5 of these By-Laws. The Vice President shall review and approve all stamp lots used in the Club Opportunity Drawings.

**Section 3.** The Secretary shall keep a record of the proceedings of each meeting, maintain a register of the members of the Club, and keep a record of the Club's property. A supply of programs and application forms shall be made available at every meeting. The Secretary shall be the Secretary of record for the Club. He/She will also issue membership cards and receipts. Any funds collected by the Secretary in the name of the Club shall be turned over to the treasurer each month. The Secretary shall be responsible for notification of delinquent members of past dues, or any other financial obligations, and maintaining sufficient records.

**Section 4.** The Program Administrator is responsible for the establishment/coordination of a roster of speakers and topics for the regular Club meetings. He/She publishes a six month look ahead- and notifies members on a regular basis of upcoming lectures/events.

**Section 5.** The Treasurer shall collect and receive all monies, properties, and securities and funds due to the Club and shall have available at each regular business meeting a written report of the condition of the Treasury. The Treasurer shall deposit all dues and other receipts in a bank designated by the Board of Directors-except for a Petty Cash Fund not to exceed \$300.00. All bills or other obligations payable by the Club shall be paid by checks and signed by the Treasurer or by the President.

Bills can be paid in cash if less than \$50.00 with a receipt. The Treasurer should develop an annual Club Budget and submit it to the Board of Directors each February

**Section 6.** The Voice Sale Coordinator shall have charge of all voice sales held at the meetings of the Club, during the year, subject to the rules in Article XI of these By-Laws, and perform such other duties as are expressed or implied in Article III, Section 3, paragraph (c), and in Article XI of these By-Laws.

**Section 7.** The Librarian is responsible for records of books and catalogues, which members may borrow from the Club Library-including timely returns. The Librarian shall collect all fines related to overdue material and turn them over to the club Treasurer.

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## Article II— Board of Directors

**Section 1.** The Board of Directors shall be the governing body of the Club and shall direct the management of its affairs. It shall be responsible for the finances and property of the Club and for the enforcement of the Constitution and of these By-Laws. Any expenditures amounting to fifty percent (50%) of the cash balance in the Club Treasury, or one thousand dollars (\$1,000) shall be subject to the approval of the Club.

**Section 2.** Meetings of the Board of Directors should be held at least quarterly in which a regular meeting of the Club is held and a report of the activities of the Board shall be made to the Club at such regular business meeting.

## Article III - Committees

**Section 1.** All Committees shall be appointed by the President, including the Standing Committees, the members of which shall be appointed at the annual meeting of the Club.

**Section 2.** The Standing Committees shall be:

- (a) Membership
- (b) Program
- (c) Voice Sale
- (d) Library
- (e) Publicity.

Any other committees shall be appointed by the President as deemed useful for the Club.

**Section 3.** The powers and functions of the various Standing Committees shall be as follows:

- a) The Secretary or the Treasurer shall receive each application for membership in the Club and present it to the President, who, after consideration, may at his/her discretion, approve the new applicant or present the new applicant for a vote on acceptance to all present membership.
- b) The Program and Exhibit Committee shall be responsible for the exhibit or program at all meetings, unless otherwise provided for by a vote of the members.
- c) The Voice Sale Committee, the Chairman appointed by the President shall be empowered to arrange voice sales of philatelic material. This Committee shall be responsible for the proper handling and presentation of such donated material for the best interests of the Club, in conformance with Article XI of these By-Laws and any special regulations that may be voted by the Club or the Board of Directors relative to any specified material. This Committee shall decide any questions that may relate to the sale of member-owned and other non-Club material at Club sales, subject to the approval of the Board of Directors.
- d) The Library Committee shall be responsible for the care and acquisition of books, papers, etc., and for carrying out the library rules as outlined in Article XII of these By-Laws. It shall also maintain an up-to-date list of books available to be loaned out to members.
- e) The Publicity Committee will be responsible for the coordination of promotions with the public (i.e., Newspapers, magazines, and/or other publications and media).

**Section 4.** An Audit Committee composed of two (2) members shall be appointed to examine the books and records of the Treasurer before the Annual Meeting, or at such other times as directed by the Board of

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Directors and make a written report of its findings to the Club.

**Section 5.** A Nominating Committee composed of up to three (3) members shall be appointed at the first meeting in November. It shall prepare a slate of officers and Board of Director members which shall be presented to the Club at the first meeting in January.

**Section 6.** The Chairman of each Standing Committee shall present to the President one week before the Annual Meeting a brief written report summarizing the year's activities of that committee. The President, then, shall summarize the activities of the Club at the Annual Meeting, reading all or parts of these reports at the President's discretion. Committee reports may be requested by the President at the Board of Director meetings or if requested be given to the Club at a regular meeting.

#### **Article IV -Meetings**

**Section 1.** Regular meetings of the Club shall be held at the designated meeting place twice monthly on the second and fourth Wednesday evenings at 6.30 p.m, the time or place to be changed by a majority vote of the members present at any regular Club meeting.

**Section 2.** Prior to the start of the first meeting following their quarterly meeting, the Board of Directors shall meet to discuss and present a summary to the members of those matters which fall under these bylaws-including Article 111 Section 2 Committee presentations.

**Section 3.** Special meetings may be called by the President, with the approval of the Board of Directors, or by the Club upon the receipt of a petition signed by at least ten (10) members of the Club. An agenda for the special meeting must be available to the membership one week in advance of the special meeting.

**Section 4.** The order of business at all regular business meetings should be:

1. Call to order. Pledge of Allegiance-Introduction of Guests.
2. Reading of minutes of the previous business meeting.
3. Treasurer's report.
4. Report of the Board of Directors. (Quarterly meeting)
5. Election of Candidates to Membership. (When applicable)
6. Unfinished or Old business.
7. New Business.
8. Health and Welfare.
9. The evening's Program (incl Show and Tell)
10. Adjournment – Opportunity Drawing.

**Section 5.** Each meeting should be followed by a program.

#### **Article V - Election and Annual Meetings**

**Section 1.** The election of officers shall be held at the first meeting of the year. or at such other date as may be determined by a majority vote of the members present at any regular meeting.

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**Section 2.** Sixty (60) days prior to the election, the President shall appoint a nominating committee, whose duty shall be to canvass the membership and propose to the Club a slate of potential candidates who are members of the Club in good standing. Consent of nominees is required prior to nomination. The President may appoint the Program Administrator, Librarian, and Voice Sale Coordinator at this time.

**Section 3.** The election may be held by written or electronic ballot in order to obtain a member quorum. For a written ballot election, a chairman and two (2) tellers shall be appointed by the presiding officer to collect and count the ballots and to transmit the results to the presiding officer, who shall thereupon declare those nominees receiving the majority of the votes cast elected to the respective offices. If agreed upon by a majority of members present, an election may be made by a simple show of hands. For an electronic ballot election, the Secretary shall canvas members via email with the ballot of candidates. Within 10 days, the Secretary will collect and report the results to the Board declaring those nominees receiving the majority of votes cast elected to the respective offices. The presiding officer shall then validate and certify the results to be reported at the next meeting to club membership.

**Section 4.** Those elected shall take office at the next Meeting following the official election, at which time the outgoing President will read the Annual Report summarizing the activities of the preceding year. Any other reports may be given at the request of the outgoing activities of the preceding year. Any other reports may be given at the request of the outgoing President.

**Section 5.** If a vacancy occurs in any elective office between Annual Meetings, it shall be filled by an appointee of the Board of Directors, except as provided in Article I, Section 2. Of these By-Laws.

**Section 6.** Only members in good standing at the time of the election shall be eligible to vote.

#### **Article VI - Annual Dues and Other Fees**

**Section 1.** Dues shall be in the amount of the previous year unless a motion is presented and voted on at any regular business meeting. A quorum of the membership (excluding honorary members) is required to vote a change in the amount of the dues. Dues shall be payable to the Treasurer. Dues for junior members shall be set at one-half the amount for senior members.

**Section 2.** Any member whose dues remain unpaid by March 1st shall be notified by the Secretary that their dues have not been paid. If the dues have not been paid by April first, all privileges of membership shall be suspended, and a final notice given by the Secretary that the membership will expire on May 1 and the name of the delinquent member will be dropped from the membership list.

**Section 3.** Any member who has resigned their membership, and who was a member in good standing at the time of their resignation, wishing to be reinstated as a member shall follow the procedure specified for new members in Article III of the Constitution.

#### **Article VII – Expenditures**

**Section 1.** Minor expenditures, not exceeding one hundred dollars (\$100.00) in any one case, may be authorized to the Treasurer by the President of the Club. All other expenditures shall be approved by the Board of Directors, subject to the limitations imposed in Article II, Section 1. of these By-Laws.

#### **Article VIII – Quorum**

**Section 1.** Thirty percent of the total membership in good standing, not including honorary members, shall constitute a quorum at any regular or special meetings of the Club.

**Section 2.** A majority shall constitute a quorum at all Board of Directors or Committee meetings.

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#### Article IX – Voting

**Section 1.** A majority vote of those members present at any meeting of the Club shall govern in all matters except as otherwise provided in these By-Laws.

#### Article X - Termination of Membership

**Section 1. Misconduct -** The membership of any member whose conduct is injurious to the Club, or who does not abide by the American Philatelic Society's (APS) Code of Ethics, may be terminated by a two-thirds majority vote of the Board of Directors at a meeting of the Board called for that purpose, provided that said member shall have been given at least seven days notice in writing of such pending action. Service of such notice shall be made by registered letter mailed to the last known address. Said member may be represented at the hearing before the Board of Directors by a member in good standing, who shall act as counsel. Said counsel may have the right of appeal to the Club.

**Section 2. Resignation —** The resignation of any member of the Club shall be in writing addressed to the Secretary and shall be accepted by the Board of Directors, provided that all indebtedness of said member to the Club has been paid.

#### Article XI — Voice Sales, and Consignments

**Section 1.** All sales of stamps or articles by Voice Sale, excepting those owned by the Club as a whole, shall be subject to a pre-designated commission (e.g., commonly 10%) payable to the Treasurer of the Club. Club Consignments shall be accepted by the club president only with a quorum approval of the Board of Directors. The Club shall not guarantee to the consigner an expected return value.

**Section 2.** All successful Voice Sale bids are due and payable at that sale unless prior satisfactory arrangements otherwise have been made with the Voice Sale Coordinator. Commissions and any other Club money shall be turned over to the Treasurer at the conclusion of each sale unless otherwise provided for between the Treasurer and Voice Sale Coordinator.

**Section 3.** Single stamps, sets, or partial sets, that are valued by the current Scott catalog at \$10.00 or greater shall be described and guaranteed by the Club, or member seller as to the condition, unless sold "as is". Any stamp, set or partial set, found to differ from the description may be returned for refund, provided the return is made no later than one week after purchase and is in the same packaging and condition as it was sold. Mixtures, accumulations, and collections are not guaranteed by the Club, or Member seller and are therefore not returnable for a refund. If a reserve price and/or starting bid is placed on any lot sold at a voice sale, this reserve and/or starting bid must be announced by the Voice Sale Coordinator before any actual bids are taken.

**Section 4.** It shall take only one bid to make a sale under all ordinary circumstances voice sale lots will be sold to the highest bid. Should no bids be received, on a lot, the Voice Sale Coordinator, with the seller's concurrence, may lower the starting bid and re-offer the Lot at the lower starting bid. Should the Coordinator not lower the starting bid and no bids are offered, the Coordinator will return the unsold lot(s) to the owner. The Voice Sale Coordinator or Presiding Officer shall be the final deciding authority on all matters pertaining to the Sale.

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**Section 5.** The display or trading of stamps or other articles between members after the Club meeting has begun is prohibited. All display or trading of stamps between members shall be accomplished before the Club meeting is commenced or after the meeting has been adjourned.

**Section 6.** No members whose dues are in arrears on or after April first shall have the privilege of participating in Club ~~auction~~ sales or activities. Guests must become a member in order to participate in Club purchasing activities.

#### **Article XII — Library**

**Section 1.** The library committee shall be responsible for the care and acquisition of books and reference materials, maintain a current catalogue, and inform the membership of the Club about library rules and procedures.

#### **Article XIII — Parliamentary Authority**

**Section 1.** Except as otherwise provided for in the Constitution or By-Laws of the Society, Robert's "Rules of Order, Revised" shall be the authority on questions of parliamentary law and procedure.

#### **Article XIV — Amendments**

**Section 1.** These By-Laws may be amended at any business meeting by a majority vote of those members present, provided that such proposed amendments shall have been presented verbally to the Club at the regular business meeting, prior to the meeting at which it is to be submitted for final action.

**Section 2.** These proposed amendments shall be read before a meeting of the Club, and then distributed to the membership by e-mail or USPS mail ten days prior to the meeting at which there will be a vote.

#### **Article XV Fiscal year.**

**Section 1.** The fiscal year for the Club shall commence on January 1<sup>st</sup>.

