

CONSTITUTION AND BYLAWS
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. Hereinafter referred to as the "Club."

Section 2. The current principal place of business of the Poway Stamp Club (PSC) is at 12675 Danielson Ct. #413, Poway, CA 92064. This is the address for process service.

Article II - Purpose

Section 1. The purposes of this Club are to promote closer social relationships among stamp collectors in Poway, San Diego County, and the vicinity, and to assist in spreading knowledge of stamps and the pleasures derived from stamp collecting to those interested in philately. A member of the Club need not be a resident of the state of California.

Section 2. The Poway Stamp Club is organized as a social and recreational club under Section 501(c)(7) of the Internal Revenue Code and shall operate exclusively for the pleasure and common interests of its members.

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 in the Club. A person younger than eighteen years of age with the above qualifications, and with the approval and support of a parent or guardian, shall also be eligible for 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 by a 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 or her discretion, may approve any membership to the Club. Each person who is approved for membership in the Club shall be assigned a membership number.

Section 3. Club dues shall be set by a majority vote of the membership and shall be payable with the membership application. (Dues are fully refunded if the membership is not approved for any reason.) Dues become payable by the 1st of February each year. Any member failing to pay 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 are 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 ten (10) times the current annual membership dues amount.

Section 4. The Club may issue life memberships for which no annual dues will be assessed. Life memberships will be proposed by the Board of Directors (BOD) as recognition for any member of the Club who has rendered long, special, distinguished, or outstanding service to the Club or to the field of philately. An award of this type shall be approved by a vote of the members.

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 are not assessed annual dues. Honorary members may not vote on any club matter and may not serve on the Board of Directors.

Section 6. A member in good standing may resign from the Club at any time by notifying the Secretary.

Section 7. Reinstatement may be granted after an application is made, 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 of 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 of Directors may sustain or reject the charges, and the records of the case shall be preserved in the minutes of the Club. A person expelled from the Club may appeal such actions of the Board of Directors directly to a meeting of the Club, with a majority vote prevailing.

Section 9. Member in Good Standing. A Member in Good Standing is any member of the Poway Stamp Club who:

- a. Has paid all annual dues and financial obligations to the Club.
- b. Has no outstanding indebtedness to the Club.
- c. Is entitled to all rights and privileges of membership, including voting, participation in Club activities, and eligibility for Voice Sales and other Club programs.
- d. A member who fails to meet any of the above conditions shall be considered not in good standing until all obligations have been satisfied or reinstatement has been granted according to the procedures set forth in the Constitution and Bylaws.

Article IV - Officers

Section 1. The officers of the Club shall be the President, the Vice President, the Secretary, and the 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) Directors-at-Large, the immediate Past President, and the Program Administrator, for a total of eight (8) members. One director-at-large shall be chosen at the annual election of officers for a term of two (2) years, and one shall be chosen for a term of two (2) 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 of Directors has a duty to serve as the Club's administrative body 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 quorum vote of the Club members as defined and in accordance with Bylaws Article IX Section 1., provided that such proposed amendment shall have been presented electronically or in writing to the Club ten (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 shall call to the attention of the members present the fact that an amendment to the constitution is pending and has been circulated. The Board of Directors may make minor changes to the constitution to correct typographical errors or to conform to changes in law without referral to membership.

Article VII - Dissolution

Section 1: Should dissolution of the Poway Stamp Club be considered, a written ballot shall be requested by the President. A two-thirds (2/3) majority vote of the voting membership by written ballot shall dissolve the Club. Any funds or other assets belonging to or accruing to the Club after all just claims against it shall have been satisfied, shall be transferred to a selected fund, foundation, or corporation organized solely for philatelic purposes as now defined under Section 501(c)(3) or 501(c)(7) of the Internal Revenue Code of 1954, such selection to be made by then voting members.

Section 2: Prior to requesting a vote on the dissolution of the Club, the President shall appoint a Committee of three (3) voting members to select a proposed listing of no less than three and no more than five funds, foundations, or corporations as defined in Article VII Section 1, and these shall be listed on the ballot distributed for a vote on dissolution. Each voting member shall be entitled to vote for one of the listed organizations, and a simple majority shall prevail.

Section 3: All persons or corporations extending credit to, contracting with, or having any claim against the Poway Stamp Club, the BODs, shall look only to the funds and property of the PSC for payment for such contract or claims for payment of any debt, damage, judgment, or decree, or any other money that may otherwise come due or payable to them from the PSC or BOD, so that neither the members of the PSC, the BOD, present or future, shall be personally liable thereof. Under no circumstances shall the PSC, its property, officers, or members be responsible for any debts, damages, or liabilities of any kind or nature, incurred or sustained, unless prior approval has been established in these Bylaws.

Article VIII - Severability

Section 1. If any article, section, or provision of this Constitution or these Bylaws is held to be invalid or unenforceable, such invalidity shall not affect the remaining articles, sections, or provisions, which shall remain in full force and effect. The Club's governing documents shall be interpreted so as to give maximum effect to the intent of the membership in adopting them.

BYLAWS

Article I - Officers

Section 1. As stated in the constitution, the officers of the Club shall consist of the President, the Vice President, the Treasurer, and the Secretary.

Article II - Duties of Officers

Section 1. The President shall preside at meetings of the Club, shall appoint all committees, and shall perform all duties which ordinarily pertain to this office. The President shall conduct meetings of the Board of Directors (BOD) and shall be an ex-officio member of all Standing Committees. He or she may appoint such committees as are necessary for the well-being of the Club (e.g., an Internal Audit). He or she is also responsible for appointing those members from the Club who will represent the Club at the APS, local stamp shows, the San Diego County Philatelic Council, and relevant State or local meetings. The President may approve up to \$1,000 in Club expenditures without Club member approval, not to exceed \$3,000 per annum. Reimbursements for expenditures will be issued upon Board approval and upon submission of evidence of receipt.

Section 2. The Vice President shall, in the 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 the President, the resulting vacancy in the office of the Vice President to be filled as provided in Article VI, Section 5 of these Bylaws. The Vice President shall review and approve all stamp lots used in the Club's opportunity drawings.

Section 3. The Secretary shall keep a record of the proceedings of each meeting, maintain a ~~register~~ roster of the members of the Club, and keep a record of the Club's property. Application forms will be made available at every meeting. The Secretary shall be the Secretary of record for the Club. He or she will maintain Club 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 notifying delinquent members of past-due or other financial obligations and for maintaining sufficient records.

Section 4. The Program Administrator is responsible for establishing and coordinating a roster of speakers and topics for the regular Club meetings. He or she publishes a six-month look-ahead agenda and notifies members on a regular basis of upcoming lectures and events

Section 5. The Treasurer shall collect and receive all monies, properties, securities, and funds due to the Club and shall have available at each regular business meeting a written report of the condition of the Club's assets and financial position. 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 three hundred dollars (\$300.00). All bills or other obligations payable by the Club shall be paid by checks signed by the Treasurer or by the President. Bills may be paid in cash if less than one hundred dollars (\$100.00) with a receipt. The Treasurer should develop an annual Club budget and submit it to the Board of Directors each February.

Article III - Board of Directors

Section 1. In accordance with the Constitution, Article V, Section 1. The Board of Directors shall consist of the Officers of the Club, two (2) Directors-at-Large, the immediate Past President, and the Program Administrator, for a total membership of eight (8). One director-at-large shall be chosen at the annual election of officers for a term of two (2) years, and one shall be chosen for a term of two (2) 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 of Directors has a duty to be the administrative body for the Club and to be responsible for its general welfare.

Section 2. 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 these Bylaws. Expenditures amounting to fifty percent (50%) or more of the cash balance in the Club Treasury, or one thousand dollars (\$1,000), or more, shall be subject to the approval of the Club.

Section 3. Meetings of the Board of Directors will be held at least quarterly, at a date and time preceding a regularly noticed business meeting of the Club.

Article IV - Committees

Section 1. All Committees shall be appointed by the President, including the Standing Committees. Appointments will be made as vacancies occur. All committee members, including their chairpersons, serve at the pleasure of the President and the Board of Directors. The President shall appoint ad hoc committees to accomplish any other business of the Club as deemed necessary.

Section 2. The Standing Committees shall be: (a) Membership; (b) Voice Sale; (c) Library; and (d) Publicity.

Section 3. Powers and Functions of Standing Committees.

(a) **The Membership Committee** shall receive each application for membership in the Club through the Secretary or the Treasurer and present it to the President, who, after consideration, may at his or her discretion approve the new applicant or present the new applicant for a vote on acceptance to all members present.

(b) **The Voice Sale Committee**, whose chairperson is 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 XII of these Bylaws 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.

(c) **The Library Committee**, its chairman referred to as the “**Club Librarian**,” he/she shall be responsible for the care and acquisition of books, papers, and other reference materials, and for carrying out the library rules as outlined in Article XIII of these Bylaws. The Club Librarian shall also maintain an up-to-date list of books available for loan to members.

(d) **The Publicity Committee** shall be responsible for the coordination of promotions with the public (*i.e.*, newspapers, magazines, and/or other publications and media).

Section 4. Financial Review Committee. A Financial Review Committee composed of two (2) members in good standing shall be appointed to examine the books and records of the Treasurer and make a written report of its findings to the Club, as well as present its findings at the Board of Directors meeting in February.

Section 5. Nominating Committee. 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. Committee Reports. The chairperson of each standing committee shall present to the President one week before the annual meeting outlined in Article VI, Section 1, a brief written report summarizing the year's activities of that committee. The President shall then summarize the Club's activities at the Annual Meeting, reading all or part of these reports at his or her discretion. Committee reports may be requested by the President at the Board of Directors meetings or, if requested, be given to the Club at a regular meeting.

Article V - 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 may be changed by a majority vote of the members present at any regular Club meeting.

Section 2. After each Board of Directors meeting, during the subsequent Club meetings, the Board President will share with the Club members the key discussion points and decisions that impact the Club's governance and activities.

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

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

1. Call to order. Pledge of Allegiance - Introduction of guests and new members.
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 pending).
6. Unfinished or old business.
7. New business.
8. Health and welfare.
9. The evening's program.
10. The Voice sale when available.
11. Opportunity drawing.
12. Adjournment.

Article VI - Election and Annual Meetings

Section 1. The election of officers shall be held at the annual meeting, which shall be the last general 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 that is prior to the first meeting of the succeeding year.

Section 2. Prior to the election, the President will 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 also appoint the Club Librarian and Voice Sale Coordinator at this time as Standing Committee Chairs, as these positions are not officers of the Club.*

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 canvass members via email with the ballot of candidates. Within ten (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 for reporting to the Club membership at the next meeting.

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 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 II, Section 2 of these Bylaws.

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

Article VII - 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 on a change to 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 dues are not paid by April 1st, all membership privileges shall be suspended, and the Secretary shall issue a final notice stating that the membership will expire on May 1st and that the delinquent member's name will be removed 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 VIII - Expenditures

Section 1. Minor expenditures, not exceeding one hundred dollars (\$100.00) in any one case, may be authorized by the Treasurer for club expenses. All other expenditures shall be approved by the Board of Directors, subject to the limitations imposed in Article III, Section 2 of these Bylaws.

Article IX - Quorum

Section 1. Thirty percent (30%) of the total membership in good standing, not including Honorary Members, shall constitute a quorum at any regular or special meeting of the Club when voting to amend the Constitution, Articles of Incorporation, or By-Laws of the Club. All other non-amendment matters to be voted on by club membership require a simple majority vote of the members present.

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

Article X - 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 Bylaws.

Article XI - 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 Poway Stamp Club's (PSC) 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 (7) days' notice in writing of such pending action. Service of such notice shall be made by certified letter mailed to the last known address. A courtesy copy will also be provided by email. 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 shall have the right of appeal to the Club on behalf of the terminated member.

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 XII - Voice Sales and Consignments

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

Section 2. All successful voice sale bids are due and payable at that sale unless prior satisfactory arrangements 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 the Voice Sale Coordinator.

Section 3. Single stamps, sets, or partial sets valued by the current Scott catalog at ten dollars (\$10.00) or greater shall be described and guaranteed by the Club or member-seller as to 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 the presiding officer shall be the final deciding authority on all matters pertaining to the sale.

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 member whose dues are in arrears on or after the first general meeting in February shall have the privilege of participating in Club sales or activities. Guests must become members in order to participate in Club purchasing activities.

Article XIII - Library

Section 1. The Club shall maintain a library of philatelic literature which will be administered by the Library Committee. The Library Committee will be responsible for the care and acquisition of books, periodicals, and other materials for use by members in good standing. The Committee will maintain an inventory of these items and establish procedures for checking in and out borrowed materials.

Article XIV - Parliamentary Authority

Section 1. Except as otherwise provided in the Constitution or Bylaws of the Club, the current edition of *Robert’s Rules of Order* shall be the authority on all questions of parliamentary law and procedure.

Article XV - Amendments

Section 1. These Bylaws may be amended at any business meeting by a **quorum** vote of the Club members as defined and in accordance with Bylaws Article IX, Section 1., provided that such proposed amendments shall have been presented verbally to the Club at the regular business meeting prior to the meeting at which they are to be submitted for final action.

Section 2. These proposed amendments shall be distributed to the membership by e-mail or USPS mail ten (10) days prior to the meeting at which a vote will be held.

Section 3. The Board of Directors may make minor changes to the Bylaws and to the Constitution to correct typographical errors or to conform to changes in law without referral to the members.

Article XVI - Fiscal Year

Section 1. The fiscal year for the Club shall commence on January 1st.

Article XVII - Financial Accountability

Section 1. Annual Financial Statement. The Treasurer shall prepare and submit to the membership an annual financial statement summarizing the preceding fiscal year. This statement shall be presented at the first regular business meeting following the close of the fiscal year and made available to any member in good standing upon request.

Section 2. Independent Financial Review. An independent review of the Club's financial records shall be conducted annually by two (2) members in good standing who are not officers of the Club. These reviewers shall examine the financial records of the Club and submit a written report of their findings to the Board of Directors and, thereafter, to the membership at a regular business meeting.

Section 3. Member Access to Records. The Financial records of the Club will be made available for inspection by any member in good standing upon request. Access will be provided in a timely manner and in a format determined by the Treasurer.

Section 4. Record Retention. The financial records of the Club shall be archived for a minimum of seven (7) years. Records may be maintained in physical or electronic form, provided they remain accessible and secure.

Article XVIII - Affiliations

Section 1. The Club may establish itself and maintain itself as a Chapter and/or Affiliate of the American Philatelic Society (APS). Any annual or special fees required by or deriving from such affiliation shall be paid by the Treasurer without the necessity of referral to the members for a vote.

Section 2. The Club may affiliate with other Philatelic organizations (e.g. The American Topical Association) as it deems necessary.