

By-laws of the Sacramento Philatelic Society, a California Corporation
ADOPTED – October 9, 2013

ARTICLE I - Membership

Section 1.

- a. Regular members are individuals with all privileges of the Society.
- b. Junior members shall be any person under eighteen (18) years of age and shall enjoy all privileges of a Regular member except the right to vote or to hold office.
- c. Life members shall be those who have achieved distinction in the field of philately, and those who have rendered a longtime service to the Society, and shall have all privileges of a regular member. The total number of Life memberships shall be limited to three percent (3%) of the total membership of the Society as of the date of nomination.
- e. Honorary members shall be those who have achieved distinction in the field of philately, or those who have rendered a service to the Society, whom the Society desires to honor, without regard to residence or their affiliation with the Society and shall enjoy all privileges of a Regular member except the right to vote or to hold office.
- e. All Regular or Life members shall have the right to vote and hold office.

Section 2.

- a. Applicants for Regular or Junior membership in this Society shall file a signed application, accompanied with the necessary fees, with any officer of the Society. Applications for Junior membership shall be signed by a Regular member as guarantor. The application form shall be one approved by the Board of Directors.
- b. Membership shall be approved by the Membership Committee, subject to review by the the Board of Directors.
- c. Honorary and Life members shall be nominated by any regular or Life member of the SPS and elected by the Board of Directors.

ARTICLE II - Elected Officers

Section 1. President

The President shall be the presiding officer at all meetings of the Society, or shall direct the Vice-President or any other member to act in his/her behalf. The President shall perform such other duties as the Society or Board of Directors shall delegate. When it is advisable that the Society be represented at other meetings the President shall be deemed the representative of the Society, unless he/she shall specifically appoint some other ~~person~~ member as representative.

Section 2. Vice President

The Vice-President shall perform the duties of the President, in the absence of the President. In the case of the President's permanent inability to act, the Vice-President shall automatically become President for the remainder of the current president's term. The Board of Directors may appoint a successor to fill the resulting vacancy in the office of vice president. In the event the President and Vice-President are permanently disabled or removed from office, the Board of Directors shall appoint successors to fill the vacancies until the next regular election.

Section 3. Secretary

The Secretary shall keep the minutes of the business meetings of the Society, have custody of the Seal and records of the Society, and shall perform such duties as are generally performed by the Secretary of like organizations.

Except as may be otherwise provided in these By-laws the Secretary shall have the care and management of the real and personal property belonging to the Society. The Secretary shall be given such authority by the Board of Directors as shall be deemed necessary for the proper functioning of such and shall be directly responsible to the Board of Directors for all actions relative to the care and management of such property.

The Secretary shall arrange for the proper upkeep and maintenance of the property entrusted to his/her care and the cost of such upkeep and maintenance shall be borne by the Society, provided, however, that he/she shall have first obtained approval of the Board of Directors for such expenditures.

The Secretary shall keep accurate books and records of the properties entrusted in his/her care and such books and records shall be available to the Board of Directors at all times.

Section 4. Treasurer

The Treasurer shall deposit and disburse all funds of the Society upon authorization by the Board of Directors. The Treasurer shall report the financial condition of the Society to the Board of Directors at their regular meetings and shall present a financial statement annually and at the end of his/her term of office.

ARTICLE III - Board of Directors

Section 1.

- a. The Board of Directors shall be composed of six Director members and the four elected officers. No member representing the President shall have the right to vote. The Board of Directors shall constitute the governing body of the Society and shall transact its business. It shall exercise its own discretion in all acts except when specifically directed by a majority vote of a quorum of the voting membership of the Society.
- b. The Board of Directors shall meet by mutual agreement of a majority of its members and in no event shall meet less than once every three months.
- c. A majority vote of the total Board of Directors shall be required for passage of a motion by the Board of Directors and such vote shall not be transferable by proxy.
- d. The Board of Directors shall elect its chairman annually.
- e. Director members shall be elected two (2) per year to serve a term of three years.
- f. A member may serve as an elected officer (Vice-President, Secretary, or Treasurer) at the same time as serving as a Director member.
- g. All members of the Board of Directors shall attend all Board of Director meetings. Any member of the Board of Directors missing three (3) consecutive Board of Directors meetings shall be considered to have resigned his/her position effectively immediately.

Section 2.

It shall be the duty of the Board of Directors to appoint the following, when necessary, to fulfill their respective duties until such time as they may be replaced by the Board of Directors, and whose duties are as prescribed:

a. Circuit Manager

The Circuit Manager shall have general management of the stamps and philatelic material entrusted to the Society for sale, and shall have care and custody of same except as may be otherwise hereinafter provided. The Circuit Manager shall acknowledge receipt of stamps and materials entrusted to his/her care and shall keep records of sales and account for the sales thereof. Monies may be transferred to the general fund at the discretion of the Board of Directors.

The Circuit Manager shall protect the Society with insurance on the stamps and materials left in his/her care and such insurance shall be approved by the Board of Directors. The cost of such bond and insurance shall be born by the Society.

The Circuit Manager shall make application for membership in such other societies as he/she deems necessary, having first obtained the consent of the Board of Directors for such action. The cost of such memberships shall be borne by the Society.

The books and records of the Circuit Manager shall be available to the Board of Directors at all times and said books and records shall be closed and balanced annually. The Circuit Manager shall present to the Board of Directors, within ninety (90) days of said closing and balancing, a financial statement showing the receipts and disbursements of the circuit and a record of the materials left in his/her care.

All matters pertaining to the Circuit Manager shall be under direct authority and oversight by of the Board of Directors.

b. Review and Inventory Committee

The Board of Directors shall appoint a reviewing and inventory committee of not less than three (3) regular members of the Society who shall prepare an annual review and statement of inventory. They shall review all funds annually.

c. Bid Sale Committee

The Board of Directors shall appoint the Chairman of the Bid Sale Committee, which committee shall be composed of not less than three (3) members. The Chairman shall appoint the other members of the committee. The Chairman shall provide that proper books and records of the auction sales are kept and an accounting thereof shall be made to the Board of Directors after each sale. The Bid Sales shall be conducted in a business like manner in the best interests of the Society.

Section 3.

The Board of Directors shall appoint special committees as it deems necessary for the proper function of the Society unless they should be in conflict with these By-laws.

Section 4.

Except as may otherwise be provided, the Board of Directors shall require that the custodian of any monies or properties of the Society shall prepare an inventory and financial statement each year on the date determined by the Board of Directors. Such statement shall be presented to the Board of Directors within Ninety (90) days thereafter.

ARTICLE IV - Meetings

Section 1.

Regular meetings of the Society shall be held, the time and place to be designated by the Board of Directors, with the approval of the Society.

Special meetings may be held at such time and place as designated by the President, or as may be otherwise provided in these By-laws.

Section 2.

Except as may otherwise be provided in these By-laws, no business shall come before the regular meetings of the Society unless express permission is granted by the Presiding Officer or a majority of the voting members present.

Section 3.

Ten percent (10%) of the total number of members eligible to vote shall constitute a quorum for the transaction of any business that shall be brought before any business meeting.

Section 4.

In conduct of meetings of the Society, or of the Board of Directors, Roberts Rules of Order (revised) shall prevail unless in conflict with these By-laws, or suspended by a two-thirds (2/3) majority vote of the quorum present at any such meeting.

ARTICLE V - Elections

Section 1.

Nominees for officer positions or Director members must have been enrolled as a member for at least one (1) year. Vacancies in any officer positions may be filled by the Board of Directors for the duration of the position involved.

Section 2.

The officers and Director members shall be nominated at the first regular meeting in May, and the election of the nominees shall be held at the last regular meeting in May. The duly elected officers and Director members shall take office at the first regular meeting in June. At each annual election, two (2) Director members shall be chosen for a full term of three (3) years, to succeed those whose Director member terms expire.

Section 3.

The officers for the ensuing year shall be nominated at the first regular meeting in May, and the election of the nominees shall be held at the last regular meeting in May. The duly elected officers shall take office at the first regular meeting in June. The Nominating Committee shall report to the Secretary, the names of the nominees for each office and of the required number of Directors as provided in the By-laws, for announcement in the May club publication, which shall constitute written notice to the membership of the Nominating Committee's nominations.

Section 4.

Additional nominations may be made from the floor at the first regular meeting in May, providing, however, that such nominations are sponsored in writing by two (2) Regular members in good standing. Both the Nominating Committee and any members making nominations from the floor shall give assurance that the person so nominated will accept the office in case of his election. In the event of nominations from the floor or multiple nominations for the various offices, the election shall be by written ballot and the President shall appoint a committee of not less than three (3) Regular or Life members to conduct the election. A plurality vote for a candidate shall constitute an election to office.

Section 5.

The Board of Directors shall have authority to call for special elections as it deems necessary and such elections shall be conducted in compliance with ARTICLE IV, sections 3 and 4 of these By-laws

ARTICLE VI - Dues

Section 1.

The Board of Directors shall establish annually the dollar amount of dues to be assessed to members. Honorary and Life members shall be exempt from payment of dues.

Section 2.

- a. Annual dues entitle membership from January 1 to December 31.
- b. Dues shall be considered delinquent after March 1. Delinquent members shall be dropped from membership as of March 1.
- c. The Board of Directors shall establish all policies and procedures in regard to partial year and refunding of dues.

ARTICLE VII -Committees and Appointments

Section 1.

The Board of Directors shall appoint annually the chairperson of the following standing committees, or any combination thereof:

- a. Circuit Manager
- b. Review & Inventory
- c. Bid Sales
- d. Nominating
- e. Membership
- f. Charles Poetzl SPS Scholarship Fund

Section 2.

The President shall appoint annually the chairperson of the following committees, or any combination thereof.

a. SACAPEX Exhibition

The chairperson for the SACAPEX Exhibition committee shall be appointed, for the following year, after the closing of records for each SACAPEX Exhibition.

b. Easter Seal Society Exhibition

c. Entertainment

d. Reception

e. Program

f. Club publication editor

g. Librarian

The Librarian shall have control of all books, magazines and other material of philatelic nature that shall be entrusted in his/her care and shall keep accurate records and accounting thereof.

Chairpersons of these committees shall continue their appointments until the beginning of the following year or until the chairperson's resignation, with the exception of the SACAPEX Exhibition committee whose term shall continue through the closing of records for the SACAPEX exhibition..

Section 3.

The chairperson of each committee shall appoint such other members as may be required on their committee with approval of the Board of Directors.

ARTICLE VIII - Amendments

Section 1.

The By-laws of the Society may be amended as herein provided. A proposed amendment, signed by at least five (5) members, shall be presented to the Secretary of the Society for submission to the Board of Directors. After consideration by the Board of Directors, it shall be published in the club publication, together with the recommendation of the Board of Directors within sixty (60) days after its submission.

At the second regular business meeting following the publication of the proposed amendment, and the recommendation of the Board of Directors, the proposed amendment shall be voted upon by written ballot. A two-thirds (2/3) majority vote of the quorum at such meeting shall be necessary to adopt said amendment. All amendments shall take effect immediately upon their adoption unless otherwise provided in the amendment.

ARTICLE IX - Funds

Section 1.

All funds of the Society shall be deposited in a depository or depositories approved by the Board of Directors. All accounts will have multiple authorized signatures, as approved by the Board of Directors, and will require two (2) signatures for disbursement of funds in excess of \$1000 (one thousand dollars).

The Society shall maintain the following:

- a. General Fund
All monies received and not designated for the SACAPEX, Charles Poetzi SPS Scholarship Fund, or Trading Circuit funds shall be deposited in this fund.
- b. Trading Circuit Fund
All monies in this fund may be used for purchasing philatelic material for resale. These monies cannot be placed in the General Fund; except under specific authorization by the Board of Directors.
- c. SACAPEX Fund
The Board of Directors may authorize these funds for exhibition purposes.
- d. Charles Poetzi SPS Scholarship Fund
The Board of Directors may authorize these funds for use under the rules of the fund as established by the Board of Directors.

ARTICLE X - Termination of Membership

Section 1.

Membership may be terminated by:

- a. voluntary resignation in writing to the Secretary or Membership Chairman
- b. failure to pay dues (shall become automatic upon the continuance of the delinquency)
- c. expulsion for unethical, dishonest, or other improper conduct rendering him/her an undesirable member

Section 2.

Expulsion for unethical or improper conduct shall take place only after written charges and an opportunity to be heard. The procedure hereby adopted in such cases shall be as follows:

- a. No charge shall be considered unless submitted in writing and signed by at least five (5) members, but not all of said members shall be required to have firsthand knowledge of the action of the accused nor must all submit evidence in support of such charges.
The purpose of this procedure is to protect a member against mistake or individual ill-will by requiring deliberation and the concurrence of a sufficient number of members to entitle such charges to consideration.
- b. A member submitting charges of unbecoming conduct, however, will be expected to cooperate with the Board of Directors in submitting such evidence as they may have and by giving information as to other sources of evidence.
- c. Charges shall first be submitted to the Board of Directors. The names of the accusers shall not be made known to the accused, nor shall he/she be informed that charges have been preferred against him/her until the Board of Directors, after due investigation, shall have become convinced that such charges are sufficiently well founded to merit disciplinary action.
- d. If, after investigation, any or all of the charges are found by the Board of Directors to merit consideration with a view to expelling such member, the member shall be furnished with a written specification of such charges at least two (2) weeks before a hearing thereon, which said hearing shall be held by the Board of Directors.
- e. If the said member desires to make a defense against such charges he/she shall submit a statement of defense in writing, and shall have the right to speak in person thereon and to produce witnesses.
- f. After hearing the statement of, and evidence on behalf of, the charges, and the defense thereof, the Board of Directors shall decide the matter.

- g. Unless any such charges are found to be sustained by a majority of the members of the Board of Directors at the hearing, such charges shall be dropped, and the members of the Board of Directors shall refrain from divulging such charges or any evidence offered at the hearing.
- h. The action of the Board of Directors shall be deemed final unless the member, in the case of an adverse finding, gives written notice to the Board of Directors of an appeal to the Society.
- i. In case of an appeal, all of the respective statements, witnesses, and evidence in support thereof shall be heard in an open meeting of the Society at a time to be set by the Board of Directors
- j. The chairperson of the Board of Directors, or the President, shall insure the accused ample opportunity to present a defense.
- k. Unless any such charges are found to be sustained by a majority of the members of the Society at the appeal, such charges shall be dropped.

ARTICLE XI - Dissolution

Section 1.

Dissolution of the Society may be accomplished as herein provided.

- a. A "Proposal of Dissolution", signed by at least five (5) members, shall be presented to the Secretary of the Society for submission to the Board of Directors.
- b. After consideration by the Board of Directors, it shall be published in the club publication, together with the recommendation of the Board of Directors within sixty (60) days after its submission.
- c. At the second regular business meeting following the publication of the "Proposal of Dissolution", and the recommendation of the Board of Directors, the "Proposal of Dissolution", shall be voted upon by written ballot. A two-thirds (2/3) majority vote of the quorum at such meeting shall be necessary to adopt said "Proposal of Dissolution". Dissolution shall take effect immediately upon adoption unless otherwise provided in the amendment.
- d. After all debts of the society have been paid, all remaining assets shall be donated to another non-profit philatelic organization(s) as shall be named in the "Proposal of Dissolution". No individual Society member shall benefit in any manner from the dissolution.
- e. Distribution of assets and settling of all accounts will be completed within thirty (30) days of the adoption of said "Proposal of Dissolution".