

San Diego County Philatelic Council Bylaws

Amended (2/12/2024)

Article I: Name

The name of the organization shall be the San Diego County Philatelic Council hereinafter referred to as the "Council."

Article II: Purpose and Powers

Section 1: The purpose of the Council shall be the advancement of philately in San Diego County, California, including the expansion of philatelic activities and the support of any efforts that shall produce these and provide instruction in the knowledge, art, and science of philately for the benefit of the public. Any donations in the form of monies and/or properties shall be utilized to support philately and to acquire and/or maintain a facility to house the philatelic library materials (hereinafter known as the "Library") for its members, member activities, the public and public activities.

Section 2: The San Diego County Philatelic Council is a 501©3 a nonprofit organization that promotes the study and enjoyment of philately. The Council shall have and continuously maintain an office and registered agent in the State of California. This organization shall have the power to plan, finance and execute such undertakings, as outlined in Article II, Section 1. This organization shall have authorization to sponsor or conduct philatelic exhibits, expositions and shows for the furtherance of this purpose.

Article III: Library Membership

Section 1: Library membership requires the completion of a membership application along with the current membership fee. The Application shall be submitted to the BODs (Board of Directors) and approved by a majority vote of the BODs members then serving.

Section 2: Classes of Library Memberships:

Regular Membership: 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 library.

Junior Membership: A person younger than eighteen years of age with the above qualifications, and the approval and support of a parent or guardian, shall be eligible for junior membership.

Club Membership: Any club whose mission statement aligns with the San Diego County Philatelic Council, shall be eligible for a Club Membership. As part of the submission process, a Club shall submit a roster of its members to the secretary, The club membership fee will be waived if one-third (1/3) or more of its roster members are current Library members.

Corporate Membership: Any corporation that has an interest in supporting philately in San Diego and is not a Philatelic Club shall be eligible for a Corporate Membership.

Patron Membership: Membership for benefactors of the library.

Honorary Membership: A membership that may be extended by the Council to any person in recognition of exceptional past service to the BODs or San Diego County Philatelic Library or in recognition of exceptional standing and repute in the field of philately. An Honorary Member shall receive a life membership and be entitled to vote on matters brought before the membership but shall not be eligible to serve on the Board of Directors of the Council ("BOD"). Nominations for Honorary Membership may be brought before the BOD. If approved by the BOD, final approval shall then be dependent upon a majority vote of the San Diego County Philatelic Council membership.

Life Membership: A membership that may be granted a library membership, upon payment of 10 times the current annual membership fee and approval of a majority of the BODs.

Membership Privileges: Each member of any membership class is entitled to a maximum of one (1) vote for the purposes of election of the Council's BODs. Members receive one (1) vote for the purposes of deciding issues brought before the membership by the BOD. Members do not have voting authority on matters to be decided by the BODs.

Section 3: Annual Library Membership fees and benefits shall be set by a majority vote of the BODs. Membership fees are payable with the application and shall not be prorated for part-year memberships. The fee is fully refunded if the membership is not approved for any reason. Dues become payable by the 1st day of January each year. Any Library member failing to pay their dues within sixty (60) days of the due date shall be considered not in good standing and subject to suspension from any committee of which they are a member and may be deprived of benefits of Library membership. Members failing to pay within ninety (90) days of the due date shall be dropped from the roster. Library dues for new and existing members will be collected throughout the year. After two years of membership, life membership may be granted upon payment of 10 times the current annual membership dues amount and the approval by the majority of the BOD.

- a. The annual Library Membership fee for each class shall be reviewed and set by the BODs each year,
- b. A Club fee shall be waived when over 33 percent of its members are also paid library members. (APS Model)
- c. A member club or corporation shall be considered as a single person for the purposes of voting and/or Library benefits.

Section 4: Any member in good standing may direct a letter of resignation to the Secretary, which when received shall affect their resignation. No refund of membership fees shall be made.

Article IV: Board of Directors

Section 1: The Board of Directors shall exercise control and supervision over the general management of the affairs of the Council and Library.

Section 2: The Board of Directors shall consist of (7) seven persons and must be current members of the Library.

Section 3: The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, the Library Manager and two (2) Trustees.

Section 4: The term of these Officers shall begin the first day of January of the calendar year following the election. The term of office for President and Vice-President shall be two (2) years. Each shall be eligible for re-election for only one (1) additional two (2) year term and shall not be eligible for a third consecutive term. The offices of the Secretary, Library Manager and Treasurer are not limited to the number of terms they may serve.

Section 5: The term of a Trustee shall be two (2) years. Trustees are not limited to the number of terms they may serve but the term of office shall be so rotated that one (1) trusteeship shall be open for election in November of each year.

Section 6: Any vacancy for any reason shall be filled for the balance of the unexpired term by simple majority vote of the BODs in a regular or special meeting.

Section 7: After being out of office for two (2) years, a former President who has previously served two (2 year) terms and is still a library member, may be elected to an additional term or terms of any office on the BODs including President.

Article V: Duties & Responsibilities of Board of Directors.

Section 1: The President shall preside over all regular and special meetings. (S)he may call for a special meeting of the BODs when necessary. (S)he may nominate committee chairpersons. All nominations are subject to approval by a simple majority of the BODs. The President shall serve as an *ex-officio* member of all committees and be responsible to oversee that each committee is operating in the best interest of the Council.

Section 2: The Vice-President shall preside in the absence or incapacity of the President and shall perform all duties of that office in the President's absence. In addition, the Vice-President shall be responsible for conducting the Library appeal process including the canvassing of the Library membership.

Section 3: The Secretary shall keep minutes of all regular and special meetings of the BODs. The Secretary shall maintain, safeguard, and make available the files and records of the Council. (S)he will notify Library members of meetings at least seven (7) days prior to the meeting, notify those who have been appointed to the committees and maintain a record of the transactions and minutes of each meeting of the BOD, accept and maintain documents and reports submitted to the President or BODs in the Council's files, maintain a copy of the Council's Articles of Incorporation, Bylaws and Membership roster. The Secretary shall maintain the current Library membership roster and shall be responsible for distributing the roster, as necessary. S(he) shall originate correspondence in a timely manner as requested by the President or as required by the duties of the Secretary. The Secretary shall, at the end of his/her term in office, turn over the Council's records, files and other materials pertaining to the office to the succeeding Secretary.

Section 4: The Treasurer shall be responsible for the accounting of all finances of the Council. (S)he shall submit a current financial report at each regular meeting and shall submit a draft budget to the BODs prior to the July meeting. Further (S)he shall submit invoices received to the President for payment approval, and itemized reports of receipts and expenditures in connection with donations of cash and/or goods, library sales, which includes but not limited to online sales, voice sales, individual member sales, library sales and/or garage sales, membership dues and items sent to auction to the BOD. This includes any sales for which the Council is financially involved. The Treasurer shall expend the monies of the Council for authorized purchases and expenditures. The accounting year is from January 1st through December 31st. In January, S(he) shall provide a year-end accounting of the preceding year's transactions of the Council to the BODs for approval. The Treasurer shall, at the end of his/her term in office, turn over the Council's records, files and other materials pertaining to the office to the succeeding Treasurer.

Section 5: The Library Manager shall be responsible for the task(s)/item(s) described in Article IX.

Section 6: The Trustees shall consist of two (2) members in good standing of the BODs, who shall maintain and be responsible for acquiring a permanent building to house the library and provide a location for the library members to meet. Two signatures shall be required to withdraw or transfer funds from the building account, the signature shall include the Library Manager and at least one Trustee.

Section 7: The President shall appoint a **Nominating Committee** chairperson in October. Nominees for the respective Officers shall be submitted to the Nominating Committee chairperson. Additional nominations may be made from the floor by any Library member in good standing at the time of the election. Those nominees must be present at the time of their nomination to accept or decline the nomination in person.

Section 8: If more than one person is nominated for the same position, Officers for that position shall be elected to office by secret ballot of the members in good standing present at the annual Fall regular meeting; a simple majority vote of the members present shall suffice for election. If there are no alternative nominations for an office, the slate of Officers shall be elected by a voice or hand vote.

Section 9: A vacancy in the office of the President shall not be filled until the next scheduled annual election; in the interim, the duties of the Office shall be added to those of the Vice-President. A vacancy in any other Office than that of the President shall be immediately filled by appointment by the President. However, should the Offices of President and Vice President become simultaneously vacant, an emergency election to fill both Offices shall be held at the next ensuing regular meeting.

Section 10: Appointed officers and committee chairpersons serve at the pleasure of the President; it is within his/her powers to remove any such appointed officers and committee chairpersons for any reason whatsoever.

Article VI: Nomination and Election of Directors

Section 1: Election of Board of Directors officers shall take place in November (recommend elections in November and start office in January) of every odd numbered year.

Section 2: At a scheduled meeting or via electronic media communication (*i.e.*, e-mail), the President shall appoint a nominating committee. Their duty shall be to propose a slate of Directors for the coming two (2) years. They shall publicize their slate to all Council and Library members, in writing or electronically, no less than thirty (30) days prior to the election. Nothing in this article shall preclude nominations from the floor at the election meeting.

Section 3: Voting ballots shall be held in confidence when electronic. When on paper voting shall be by secret ballot.

Section 4: All newly elected and re-elected Directors shall assume their duties January 1 following the November election.

Article VII: Board of Director Meetings

Section 1: Board of Director Meetings shall be held quarterly. The dates and times to be set at the January BODs meeting. That schedule shall include the dates and times of the remaining three quarterly meetings for the current year and the January meeting for the coming year.

Section 2: Attendance by more than fifty percent (50%) of the BODs shall constitute a quorum.

Section 3: Special Board meetings may be scheduled by the President with the consent of at least three (3) other Directors, or as decided by a majority of members present at any BODs meeting. All BODs members must receive written or electronic notice of the meeting no less than fifteen (15) days prior to such special meeting.

Section 4: The use of proxies is limited only to Directors. The proxy must be in writing, signed and dated by the Director submitting it. A proxy is valid only for the meeting specified and if no meeting is specified the proxy is null and void. The proxy must be

presented to the Secretary prior to the start of the meeting for which the proxy is to be used.

Section 5: Additional meetings of the BODs may be called by the President to conduct routine business of the Board. Reports summarizing such Directors' meetings shall be made at the next regular meeting.

Section 6: The order of business shall be:

- Call to Order
- Reading Minutes of the last meeting
- Treasurer's Report
- Committee Reports
- Old Business
- New Business
- Announcements
- Adjournment

Section 7: "Robert's Rules of order, revised" shall be the authority to decide all questions of parliamentary procedure when not in direct conflict with any express rules stated herein.

Article VIII: Committees

Section 1: There shall be a **Donation Committee** with a minimum of three (3) members. One of these members shall assume the role of Committee chair assigned by the President and one shall be a BODs member. The committee's tasks shall be to encourage donations to the Council exclusively for the Library building fund or for the Library. The committee shall establish and maintain current donation procedures and donation receipts in consonance with IRS requirements for a Section 501(c)(3) organization. Any donations received shall be in accordance with these donation committee procedures. The donor's purpose for the donation shall be ascertained by the Donation Committee at the time the donation is received. If the donor does not provide a designation at the time it is received by the Council, then the BODs shall make that determination at the next preceding BODs meeting by a simple majority vote of the BODs members present.

The committee shall prepare an annual report which will include: (1) an inventory of all existing donations currently maintained by the Council as of the date of the report, to include the date these donations were received, (2) dispositions of donated property during the period encompassed by that annual report and (3) recommendations for the sale of donated property with the primary objective of improving the Library and increasing the Library building fund for the upcoming year. All records at the end of each accounting year shall be filed with the Secretary.

Section 2: There shall be a **Library Committee** that shall consist of the Library Manager as its chairperson and the remainder of the BODs shall act as its members. The duties of the members are to support the needs of the Library and its members.

Section 3: All committee chairpersons shall be nominated by the President, subject to a simple majority approval of the BODs. Committee chairpersons must be Library members or BODs of the Council. However, should the need arise for a special committee (e.g., fund raising) a non-member may be appointed chairperson if approved by fifty percent (50%) of the BODs. The President shall have the power to remove any chairperson either when the specific task is completed or for reasonable cause, subject to a two-thirds ($\frac{2}{3}$) approval vote of the BODs. If the chairperson is a Director, (S)he shall not be removed as a Director for this action. The removal of a director member must be conducted in accordance with Article XII.

Section 4: Committee chairpersons may appoint and/or remove additional committee members. It is not always imperative that committee members be Library members. If committee members are not Library members, they are subject to approval of the President.

Section 5: Other committees may be formed by the President as needed to serve until their defined tasks are completed.

Article IX: Library Manager

Section 1: The position of Library Manager shall be responsible for the daily operations of the Library, the accountability of library property, and the planning for the Library's future effectiveness. The BODs will serve as the basis of the **Library support committee**. The Library Manager shall select, instruct, and remove additional library assistants, as necessary.

Section 2: The removal of the Director/Library Manager, with or without reasonable cause, shall be conducted in accordance with Article XII.

Article X: Audits

Sections 1: All books and financial records of the Council, the **Donation Committee**, and other accounts in which the Council has a direct financial interest shall be audited by a certified public accountant prior to the adoption of these Bylaws.

Section 2: There shall be an annual audit of the financial records described in Article X Section 1; however, a minimum of every three (3) years there shall be an audit performed by a certified public accountant.

Article XI: Accepting Bylaws

These Bylaws may be accepted by a two-thirds ($\frac{2}{3}$) vote of the BODs. All proposals must be read to the Board one (1) meeting in advance of the time they are to be considered and a copy of those proposals mailed, written or electronically delivered to

each BODs member not less than seven(7) days prior to the meeting at which action is to be taken. Amendments shall become effective at the meeting following their acceptance unless otherwise noted.

Article XII: Suspension/Removal of Directors and/or Members

Section 1: Any complaint or any action(s) against any member of the BODs or an individual Library member shall be submitted in writing to the BODs at a scheduled meeting. The BODs will present the grounds for removal to the Member/Director not less than ten (10) days prior to a hearing before the BODs.

Section 2: The BODs, not including the Director/Member accused, shall conduct a hearing and investigation of the matter. They shall make a report together with timely recommendations as to proper action to the Board. The report and all information utilized in the investigation to arrive at the BOD's decision on the proper action to take shall be retained in the Council's records.

Section 3: Decisions as to proper action shall be determined by secret ballot and a simple majority vote of the voting Council members shall be final.

Section 4: Any Director or member may be suspended for reasonable cause.

Section 5: If a Director's suspension is sustained, then a special BODs meeting shall be called by the President or acting President to fill the vacated seat. A person thus removed from office shall not have his/her name put in nomination for any office in the future.

Section 6: At the special meeting, a nominating committee shall nominate another Library member in good standing to fill the vacated directors' seat for the remainder of the recalled term. The candidate must be approved by a two-thirds (2/3) vote of the BODs.

Section 7: Library members suspected of conduct unbecoming a member may be suspended for a definite period, thereby losing rights and privileges of membership, and/or suspended/expelled. Grounds for removal against such members must be made to the BODs, who will provide it to the Member not less than ten (10) days prior to a hearing before the BODs. The BODs may sustain or reject a member's removal and the records of the hearing shall be preserved in the BODs meeting minutes. The removal of a Library member must be conducted in accordance with Article XII. A person suspended or expelled from membership may appeal such action of the BODs directly to the Vice-President who will canvass the entirety of the Library membership in writing or by electronic mail with a two-thirds (2/3) majority vote of those members voting on the issue prevailing.

Article XIII: Compensation

All Directors, Trustees and or Officers shall serve without compensation or expectation of same. The term "compensation" for this Article XIII includes monetary compensation, acceptance of a gift of money or property, any benefit to which a monetary value can be assigned, performing a service such as offering expertise as an appraiser for which the Officer is paid, and the item(s) being appraised is/are donated to the Council or the like. The term "property" includes any tangible (physical) item such as stamps or intangible (non-physical) items such as stocks. Authorized direct expenses of these individuals may be reimbursed by the BOD. Directors as Library Members shall be permitted the normal benefits granted to the membership.

Article XIV: Library Supported Activities

Section 1: Member Clubs and Organizations are encouraged to utilize the resources of the Library and should specifically request these resources in advance such as: facilities; planning speakers; assisting with sales events; and any other help the library is able to provide for the advancement of philately.

Section 2: When a member Club or Organization sponsors a fund-raising event where the Library is a co-sponsor and/or utilizes assets of the library, it shall be incumbent upon the Club or Organization coordinator to make a financial report to the BODs within sixty (60) days of the event. The BODs will be responsible for setting establishing fees or commissions that will be paid to the Library for external fundraising event which utilize its facilities.

Article XV: Fiscal Policies

Section 1: Should dissolution of the Council be considered, a written ballot shall be requested by the President. A two-thirds (2/3) majority vote of the voting Council membership by written ballot shall dissolve the Council. Any funds or other assets belonging to or accruing to the Council after all just claims against the Council shall have been satisfied, shall be transferred to a selected fund, foundation, or corporation organized solely for educational and research purposes as now defined under Section 501(c)(3) 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 Council, the President shall appoint a Committee of three (3) voting members of the Council to select a proposed listing of no less than three and no more than five funds, foundations, or corporations as defined in Article XV Section 3, and these shall be listed on the ballot distributed for 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 Council or the BODs shall look only to the funds and property of the Council 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 Council or BOD, so that neither the members of the Council, the BOD, or Officers, present or future, shall be personally liable thereof. Under no circumstances shall the Council, 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 XVI: Amendments to the Bylaws

Section 1: Proposals for amendments or deletions of or additions to the Bylaws of the Council may be made by the BODs or by ten (10) percent of the membership in good standing. Upon receipt of a proposed amendment or addition, the President shall appoint a special committee to study such proposals and to ascertain that such proposals are not in conflict with the interests and objectives of the Council and that they are not in violation of the provisions of the Non-Profit Corporation Act of the State of California; this special committee shall draft the amendment or addition for presentation to the general membership. The membership shall be notified in writing of the intended amendment or addition, at least fifteen days before the meeting, the fifteen days to be counted beginning 24 hours after the notice shall have been deposited in the United States mail or electronically by e-mail. A two-thirds (2/3) majority vote of the members in good standing present shall be necessary to adopt such amendment.

Section 2: No provision in the Bylaws shall be interpreted as superseding or abridging any provision in the Articles of Incorporation.