

Constitution and By-laws

Revised 1999 & 2002

Christmas Seal and Charity Stamp Society

Article 1 - Purpose

The purpose of the Society is to promote and improve the hobby of collecting tuberculosis charity seals, charity seals (not tuberculosis), fund seals (not charity) and non-fund seals of the world. Through its official organ and catalogs it will gather and disseminate information on material of this nature. The Society, as it is able, aims to promote and aid members exhibiting such material and increase exposure of the hobby to the public.

Article 2 - Registered Agent

Section 1. Agent and offices: The Society, a corporation registered in the State of Illinois, shall have and continuously maintain a registered agent who has an official address in the State of Illinois. The sole function of this agent shall be to make contact with the Secretary of State, from time to time as required, to keep that official informed about any Society business involving incorporation.

Section 2. Change of Office: The Society may change its address in Illinois or elsewhere, or appoint a new registered agent, by resolution adopted by the Board. The Board shall comply with all legislation dealing with such action.

Section 3. Effective Date of Changes: Such changes in location or designation of a registered agent shall be effective upon proper filing with the office of the Secretary of State of Illinois.

Article 3 - Members

Section 1. Classes of membership: The Society shall have three (3) classes of membership: Regular, Life and Honorary.

- A. Regular membership is open to all persons interested in the purposes of the Society. Minors (under age of 18) shall be required to present a written statement from parent or guardian indicating willingness to bear responsibility for the minor's *financial obligations*.
- B. Life membership is open to all regular members who pay a one-time fee equal to twenty times the regular membership annual dues.
- C. Honorary membership, by action of the Board, may be bestowed upon any person or organization that has performed an outstanding contribution to the hobby and the Society.

Section 2. New members: Membership in the Society is by application to the Secretary/Treasurer. New members shall be listed in the Secretary's Report in each issue of *Seal News*.

Section 3. Voting Rights: People holding regular or life membership in the Society shall be entitled to one vote in

any election or referendum presented for their approval or disapproval.

Section 4. Termination of membership: The Board of Governors by majority vote may suspend or expel a member for just cause after an appropriate hearing. The CS&CSS, being an American Philatelic Society Affiliate organization, shall automatically expel any member expelled by the APS. The membership of those in default of annual dues shall be terminated after a period of ninety (90) days without a hearing.

Section 5. Resignation: Any member may resign by filing a written notice of resignation to the Secretary/Treasurer, but such resignation shall not relieve the member of the obligation to pay dues, assessments or other charges accrued or unpaid.

Section 6. Reinstatement: Upon written request, a former member may apply to the Secretary/Treasurer for reinstatement which shall be automatic unless the Board of Governors had terminated for cause. However, the Secretary/Treasurer may, if desirable, request the Board of Governors to review and approve an application for reinstatement.

Section 7. Transfer of Membership: Membership in the Society is not transferable or assignable.

Article 4. Dues

Section 1. Annual Dues: The Board of Governors may determine, from time to time, the amount of the annual dues payable for each class of membership.

Section 2. Payment of Dues: Dues shall be paid in advance of January 1st of each year. It shall be the duty of the Secretary/Treasurer or other agent of the Board to direct a notice of dues, in a timely manner, to the membership. The first *Seal News* issue after January shall carry a list of names of delinquent members.

Section 3. Half-year Dues: New members joining the Society after June 30 shall pay half the annual fee for that year.

Article 5. - Board of Governors

Section 1. Powers: The Board of Governors is invested with the broad general powers to manage the affairs of the Society.

Section 2. Number, Tenure and Qualifications: (See 2002 Amendment, page 4.)

A Governor shall be any member of the Society other than an Honorary member or minor, and may hold other appointive offices in the Society.

Section 3. Meetings: Members of the Board will ordinarily conduct votes by written ballot. Board action shall be in writing and the Secretary/Treasurer shall maintain in writing a record of such action.

Section 4. Quorum and Manner of Acting: Five Board members shall constitute a quorum for the transaction of business. The act of any five members, with the President or Vice-President presiding, shall constitute the action of the Board of Governors.

Section 5. Compensation: Governors as such shall not receive stated compensation for their services. They may

receive reimbursement for approved, documented expenses submitted to the Secretary/Treasurer in a timely manner.

Section 6. Gifts: The Board of Governors may accept on behalf of the Society any contributions, gifts and bequests to be used for any purpose by the Society.

Section 7. Finances: The Secretary/Treasurer shall pay the debts and expenses of the Society and shall provide the Board with a yearly financial report or upon request or whatever financial information it requires.

Article 6. - Officers

Section 1. Officers: Elected officers shall consist of a President, Vice-president, and Secretary/Treasurer.

Section 2. President: The President shall be the chief executive officer of the Society and shall supervise and control all business and affairs of the Society. He/She shall be Chairman of the Board of Governors and ex-officio member of all committees. The President shall have the power to create and fill new offices and to appoint or remove any appointive officer, subject to approval of such action by the Board of Governors. Should a vacancy occur in the office of President, the Board shall fill such vacancy for the remainder of the unexpired term.

Section 3. Vice-president: In the absence of the president or in the event of his/her inability to act, the Vice-president shall perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon such office. The Vice-president shall temporarily fill any vacated elective office until the Board has replacement selected. The Vice-president shall oversee all appointed offices of the Society. He/She will report to the Board as to these positions usefulness and operation at their request. The Vice-president shall perform other duties as may be assigned by the President.

Section 4. Secretary/Treasurer: The Secretary/Treasurer shall keep a record of the meetings and actions of the Board and shall be the custodian of all corporate and official records of the Society. He/She shall keep a record of the addresses of all members and furnish such information as the President and Board require for the orderly functioning of the Society.

The Treasurer shall keep all financial records of the Society and provide the President with monthly bank statements for all accounts under his/her care. He/She shall pay all obligations upon receiving vouchers from all persons authorized to transact business for the Society, and record the deposits and bank balances of the Society. All obligations of the Society shall be paid by check which requires signatures of both the President and the Secretary/Treasurer unless waived by Board of Governors.

Section 5. Compensation: Officers shall not receive a stated salary for their services.

Section 6. Election: (See 2002 amendment, page 4)

Section 7. Government: No official or member shall

have the power to obligate the Society or incur any debt in its behalf except as authorized in these By-laws or as specifically authorized by the Board of Governors.

Article 7. - Local Chapters and Regional Representatives

Section 1. Chapters: Any group of five (5) active members may make application to the Secretary/Treasurer for a charter for a local chapter, giving a list of members, names of officers and rules which may not be in conflict with this Constitution and By-laws. Each chapter will be known by the name of its location.

Section 2. Reports: Chapter reports may be published in *Seal News* at the discretion of the Editor.

Section 3. Regional Representatives: The President, with the approval of the Board, may appoint local, state or regional representatives of the Society.

Article 8. - Elections

Section 1. Election preparation and Conduct: Elections shall be conducted by the Editor of the of the *Seal News* in conjunction with the Secretary/Treasurer. These two positions constitute the election committee. The Editor's responsibility is to publish nomination ballots two issues prior to January 1st on election years. This will be a form making it possible for each member to nominate one or more members for the elected positions in which the terms will be completed that year. This form shall show the names of current elected officials who are eligible to be re-elected and who wish to run again. The election committee shall notify each person so listed that he is a prospective candidate and request his/her permission to be named on the official ballot. Any member, at any time, may indicate that he/she wishes to be considered for a specific position, using or not using the form referred to in this Section.

Section 2. Election Ballot: The election committee shall present the list of candidates to the President who shall cause to be published at least one *Seal News* issue prior to years end the official election ballot listing the name of every member who is a candidate for elective office and the office they seek.

Section 3. Election: Members shall return published ballots or facsimiles marked and signed (by signature or membership number) to the Secretary/Treasurer before the published deadline for such submissions. The Secretary/Treasurer shall tabulate the results and notify the President of the names of the newly elected officers. The President shall notify each newly elected official before his/her term begins.

Section 4. Limitations: No member shall be elected to more than one office.

Article 9. - Official Organ and Editor

Section 1. Seal News: There shall be a publication which shall be known as Seal News, which shall be the official organ for publicizing affairs of the Society. The Secretary/Treasurer shall pay expenses for the

preparation, publication and distribution of this official organ from Society funds.

Section 2. Editor: The President shall appoint a member of the Society as editor. The term of this position shall be the same as the President who made the appointment or until the editor's successor is appointed. The Board may remove an editor at any time by majority vote.

Section 3. Distribution: All members and chapters shall receive Seal News as part of their annual membership fee.

Section 4. Advertising: Advertising rates in *Seal News* shall be established by the Editor and approved by the Board of Governors. All income from this source or otherwise shall be deposited by the Secretary/Treasurer in the general fund of the Society.

Section 5. Archives: The Editor of *Seal News* is to receive the Society's archives of past issues upon appointment. The Society shall pay expenses to transfer this material. The Editor shall be responsible for the upkeep of this material, to keep it current and in good condition. The archives are not a library for members and items may be copied but originals are not to be sold, loaned or otherwise be out of the Editors possession.

Article 10. - Departments

Section 1. Auction Department: The auction department shall be conducted in accordance with the rules prescribed by the Board of Governors. These rules shall be composed, written and given to appointees before they assume the duties of auction manager. The manager of the auction department shall be in charge and responsible for the operation of the department.

Section 1a. Choosing a Manager: Any member, including seal dealers, may be appointed by the President and shall continue in office until relieved of this position by the President or Board of Governors.

Section 1b. Contingency Fund: The contingency fund for use by the auction manager may not exceed five hundred dollars (\$500.00) and money in this account exceeding that sum shall be forwarded immediately to the Secretary/Treasurer to be placed in the general fund.

Section 1c. Participants: Any member of the Society, including seal dealers, may enter items for auction.

Section 1d. Service Charge: The Society shall charge a service fee of fifteen (15) percent on the gross receipts from a Society-sponsored auction. The Society shall provide free space in *Seal News* and/or publish separate auction catalogs, as required, and distribute said auction material to all members without charge. Private and estate auctions shall be charged rates established by the editor of *Seal News* but shall not exceed the 15% rate.

Section 1e. Number of Auctions: The Auction Manager shall conduct no fewer than two auctions per year.

Section 1f. Participants: Only members of the Society in good standing may participate (buying or selling) in Society auctions. Non-payment for material received is grounds for ejection from the Society and any such case shall be reviewed and action taken by the Board.

Section 2. Other Departments: From time to time, other

departments may be established by the President with the consent of the Board of Governors. Also, any department may be discontinued by the President with the Board's consent on a thirty (30) day notice to the manager of that department. A discontinued department may be re-activated by the President with consent of the Board.

Article 11. - Standing Committees

Section 1. Bylaws Committee: This committee shall be composed of the six Governors with the chairperson appointed by the President. Its purpose is to review the Constitution and By-laws, from time to time, and recommend changes for vote by the membership.

Section 2. Catalog Committee (Green's): The chairperson of this committee shall be appointed by the President and his/her responsibility shall be to update *Green's Catalog of the Tuberculosis Seals of the World* on a regular basis. It is permissible to divide Green's Catalog into sections with additional chairperson/s whose responsibilities are the same for section under their supervision.

Section 3. Catalog Committee (Mosbaugh's): The chairperson of this committee shall be appointed by the President and his/her responsibility shall be to update *Mosbaugh's U.S. All Funds Seal Catalog* on a regular basis. It is permissible to divide Mosbaugh's Catalog into sections with additional chairperson/s whose responsibilities are the same for section/s under their supervision.

Article 12. - Audits

Section 1. Audits: The President, Vice-President and Secretary/Treasurer shall monitor the financial records of the Society, on a monthly basis, and shall report any discrepancies to the Board, at which time the Board may, if it wishes, appoint an auditing committee to look into such matters. The Board may, if they choose, seek professional accounting services from within or without the Society, to be paid for by Society funds.

Article 13. - Miscellaneous

Section 1. Fiscal Year: The fiscal year shall be from January 1 through December 31.

Section 2. Majority Control: Any action required by the membership, the Board of Governors or any committee shall be taken by a majority vote unless specifically directed to the contrary by the Constitution and Bylaws.

Article 14. - Amendments

Section 1. Amendments to the Constitution and Bylaws: Amendments may be proposed by the Board of Governors or by a petition signed by at least thirty (30) members.

Section 2. Voting on an Amendment: Amendments to the Constitution and Bylaws shall take effect when a majority of eligible members casting ballots in a vote approve.

Section 3. Publication: (See 2002 amendment, page 4)

AMENDMENTS APPROVED 2002

Article 5 – Board of Governors

Section 2. Number, Tenure and Qualifications

The board of Governors shall consist of nine (9) elected members, namely President, Vice-president, Secretary/Treasurer and six (6) Governors. All shall assume office January first and shall hold office for their respective terms or until a successor is appointed.

Elections: In 2004, three governors and the three officers (President, Vice-President and Secretary/Treasurer) shall be elected for four years to replace the three governors and officers whose terms are ending. Hereafter, in 2008 and after, these governors and officers shall be elected for three-year terms.

In 2005, three governors shall be elected for terms of three years to replace the three governors who terms are ending.

In 2008 and thereafter, all governors and officers shall be elected for three-year terms.

Article 6—Officers

Section 6. Election: The president, vice-president and all governors shall not be elected to the same office for more than two consecutive terms. However, a member may be elected to the same office after one or more intervening terms.

Article 14—Amendments

Section 3. Notice of proposed changes or amendments to the Constitution along with descriptions of said amendments shall be published in *The Seal News* at least one issue prior to presentation of a ballot on said amendment(s)."