

TEXAS PHILATELIC ASSOCIATION, INC.

BYLAWS

(As proposed September 12, 2004, and corrected and adopted by the Texas Philatelic Association, Inc. Board of Directors, meeting at the Greater Houston Stamp Show, Humble Civic Center, Humble, Texas, on September 18, 2004 and as amended by same, meeting at the Greater Houston Stamp Show, Humble Civic Center, Humble, Texas, on September 15, 2007, and at the AmeriStamp Expo/TEXPEX Stamp Show, Arlington Convention Center, Arlington, Texas, on February 21, 2009, and at the Greater Houston Stamp Show, Humble Civic Center, Humble, Texas, on September 17, 2011.)

ARTICLE I. OFFICE

Section 1. The Texas Philatelic Association, Inc. (hereinafter called the "Association") may have offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Association may require.

Section 2. The principal office of the Association shall be located at the residence of the current elected Secretary of the Association 5. (Section 2 as amended, September 15, 2007)

Section 3. The registered office of the Association shall be with the current elected Secretary of the Association.

ARTICLE II. MEMBERSHIP

Section 1. The Constitution of this Association provides for both Adult and Youth Members. The Adult classification shall be further classified as follows:

- a) Regular Members. Maintain annual membership in accordance with these Bylaws.
- b) Honorary Members. The Board of Directors, by simple majority vote of those voting, may confer upon any person, otherwise eligible for Adult Membership, an Honorary Membership that may be for Life, or for a specific term of years.
- c) Life Membership. Any Adult Member or Chapter/Unit, currently in good standing, may become a Life Member upon the payment of a sum that shall be determined by the Board of Directors, and shall thereafter be exempt from annual dues. Any Member who is selected as a Distinguished Philatelic Texan shall be granted a Life Membership. Life memberships shall terminate on the death of the Adult Member or when a Chapter/Unit has not held meetings, issued an official publication, or otherwise been inactive for a period exceeding one year. (Section 1, as amended, February 21, 2009, and September 17, 2011)

Section 2. Youth Members (less than 18 years of age) shall be subject to all the rights and privileges of Adult Members, except as restricted in voting, in holding office, and in becoming Life Members. Youth Members shall be subject to one-half the dues, fees; and, other obligations and discipline as Adult Members.

Section 3. Application for Membership in the Association shall be in writing and in such form as the Board of Directors may determine.

Names of the applicants shall be published in the official publication of the Association.

In the event an applicant for membership is declined admission, prepaid dues and fees shall be refunded. If any applicant for this Association is expelled from any Philatelic Association or Society in the United States of America, Canada or Great Britain, they shall be considered as having written charges pending, and shall be subject to review by the Board of Directors. The Secretary shall prepare written charges stating the particulars, known of the case, for the Board of Directors to investigate.

Section 4. Fees and Dues. All Fees and Dues are payable in advance. The amount of the Fees and Dues shall be determined by the Board of Directors. The due date for annual membership renewals shall be January 1st of each calendar year.

Section 5. Good Standing. For the purpose of these Bylaws, this term refers to a member, not in financial default, and against whom there are no specific written charges pending.

In the event that any member of this Association is expelled from any Philatelic Association or Society in the United States of America, Canada or Great Britain, that member shall be considered as having written charges pending, and shall be subject to review by the Board of Directors. The Secretary shall prepare written charges stating the particulars, known of the case, for the Board of Directors to investigate. The Secretary will notify the applicant of the Board's decision immediately following the next Board of Director's meeting.

Section 6. Discipline. The Board of Directors shall have the sole power to investigate and judge and take appropriate action relative to any charges made against any member of the Association. Any charges against a member must be presented in writing to the Board of Directors, which shall inform the member so charged, in writing, of the nature of the charge.

The member so charged shall have a reasonable time to prepare and present a defense, and may be present at the pertinent portion of the Board Meeting to conduct his defense. However, after reasonable time, as determined by the Board of Directors, action may be taken relative to the charges with the concerned member in absentia.

Section 7. Termination of Membership. This may take place by any of the following:

a) Resignation. Any member may resign by filing a written resignation with the Secretary, but such action shall not relieve the member so resigning of obligations to pay any dues, assessments or other charges theretofore accrued and unpaid.

b) Suspension or Expulsion. The Board of Directors by a simple majority vote of all the members present and voting may suspend or expel a member in accordance with the provisions of these Bylaws.

c) Dropped for Non-Payment of Dues. Any member who is in default of payment of dues, shall be automatically dropped from the membership rolls three (3) months after the due date. Such member may be restored to the rolls if full payment of delinquent dues are paid within the current calendar year.

d) Death of the Member.

Section 8. Reinstatement. A former member may become reinstated, and assume their former membership number, upon formal application to the Association, payment of two (2) full year's dues, including the current year.

This privilege is available only to those members who left the Association in good standing, and whose membership has lapsed at least one (1) year, and no more than three (3) years.

Former members whose membership has lapsed for more than three (3) years must reapply for membership in the regular manner.

Section 9. Transfer Membership. Membership in this Association is not transferable.

ARTICLE III MEETINGS OF MEMBERS

Section 1. Annual Meeting or Convention. The annual Meeting or Convention of the members of this Association shall be held at a place that shall be designated by the Board of Directors in the call for the Annual Meeting or Convention, to be held at least

- a) Once each calendar year,
- b) For the purpose of certifying the election of Officers and/or Directors, and
- c) For the transaction of such other business as may come before the Meeting or Convention.

Section 2. Notice of Annual Meeting. Notice, stating the place, day and hour of any Annual Meeting or Convention shall be published in the official publication of the Association no later than thirty (30) days preceding the date set for such Annual Meeting or Convention.

Section 3. Quorum. Three percent (3%) of Adult Members of the Association, in good standing, shall constitute a quorum at annual or special meetings of members. Proxy votes shall not be considered in determining whether a quorum has been achieved. (Section 3 as amended, September 15, 2007)

Section 4. Voting. The vote of the majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present, shall be the act of the members meeting, unless the vote of a greater number is required by law. Proxy votes are permitted, but no member shall cast more than four proxy votes in addition to the member's own vote. (Section 3 as amended, September 15, 2007)

ARTICLE IV.
BOARD OF DIRECTORS

Section 1. Regular Meetings. A regular Annual Meeting of the Board of Directors may be held without notice at the Annual Meeting or Convention of members. The President shall determine the time and place of such other meetings as may be required.

Section 2. Special Meetings of the Board of Directors may be called by the President, or any two (2) other Officers or Directors. The person or persons authorized to call special meetings of the Board shall fix the time and place for the holding of any special meeting of the Board of Directors.

Section 3. Notice. Notice of any special meeting of the Board of Directors shall be given at least seven (7) days prior to the date of said special meeting by written notice delivered by the United States Postal Service, electronic means or telephone to each officer and director.

Section 4. Quorum. Fifty-percent (50%) of the Board of Directors present shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice and until a quorum is present.

Section 5. Compensation. Directors, by reason of their election, shall not receive any stated salary for their Director services, but by resolution of the members of the Board of Directors present and voting, any Director may be paid for special services tendered, and by resolution of the Board of Directors may be indemnified for expenses, including attorney's fees, actually and necessarily incurred by him in connection with any claim asserted against him, by action in court or otherwise, by reason of his being, or having been such a Director, except in relation to matters as to which he has been guilty of actual fraud or breach of good faith in respect of the matter in which indemnity is sought.

ARTICLE V.
NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Section 1. Nomination. Any Adult Member, in good standing of this Association, may be nominated and become a nominee for an elected office or the Board of Directors, providing he or she is a resident of Texas.

Nomination is made by (a) nominating petition signed by not less than five (5) Adult Members in good standing, or (b) by a Nominating Committee, appointed by the President, or (c) by a Chapter or Unit in good standing,

Each nomination shall be accompanied by a written statement from the member nominated, signifying a willingness to serve in the office or directorship for which they are being nominated; except that the nominee may elect to file such statement directly with the Secretary of the Association, in which case, duplicate copies of the statement are sufficient to accompany the nomination.

Nominations must be filed with the Secretary not less than seventy-five (75) days prior to the date of the Annual Meeting or Convention.

Section 2. Election. Election of Officers and the Board of Directors shall take place at the Annual Meeting or Convention held biennially.

The list of the nominees for elected offices and directorships shall appear in the official publication of the Association, and the official ballot shall be mailed to all Adult Members, in good standing, not less than sixty (60) days prior to the Annual Meeting or Convention.

The format of the official ballot shall be designed and approved by the Board of Directors. It must list nominees for each office.

Each member must sign and print their name and Association membership number on the ballot to validate the ballot. Any ballots that do not contain this information are not valid.

The Credentials Committee shall close the balloting at 6:00 p.m. thirty (30) days prior to the date of the Annual Meeting.

A plurality shall elect Officers and Directors, and the election results shall be announced immediately after the report of the Credentials Committee at the Annual Meeting.

ARTICLE VI. DUTIES OF OFFICERS AND APPOINTEES

Section 1. President. The President shall be the principal executive officer of the Association and shall in general, supervise and control all of the business and affairs of the Association. The President shall preside at all meetings of the members and of the Board of Directors, and, in general, the President shall perform all duties incident to the office of President, and such other duties as are specifically called for in the Bylaws, or as may be prescribed by the Board of Directors.

Section 2. 1st Vice President and 2nd Vice President. In the absence of the President, or in event of inability or refusal to act, the 1st Vice President, or 2nd Vice President, in order, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions on the President; and shall perform such other duties as may be prescribed by the Board of Directors.

The offices of 1st and 2nd Vice President may be combined into the single office of Vice President, by affirmative action of a majority of the Board of Directors.

Section 3. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board of Directors, and in general perform all the duties as may be assigned by the Board of Directors. The Treasurer may give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine to cover the total funds in the treasury.

Section 4. Secretary. The Secretary shall keep the minutes of the meetings of the members, and of the Board of Directors, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the corporate seal; assure that the seal is affixed to all documents, the execution of which on behalf of the Association under its corporate seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office and electronic mail address of each member; and, in general, perform all duties incident to the office of Secretary, and such other duties as may be assigned to the Secretary by the Board of Directors.

Section 5. Secretary-Treasurer. The offices of Treasurer and Secretary may be combined into the single office of Secretary-Treasurer, by affirmative action of a majority of the Board of Directors. The Secretary-Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine to cover the total funds in the treasury.

Section 6. Vacancies. A vacancy in any Elective Office or Appointed Office of the Association, because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term of said office.

Section 7. Removal. Any officer of the Board of Directors, any officer, elected or appointed, may be removed by the Board of Directors, whenever in its judgment, the best interests of the Association would be served thereby. Such removal shall be only by a majority vote of the Board of Directors in attendance.

ARTICLE VII. CHAPTERS AND UNITS

Section 1. Chapters. Any local philatelic association or society of active members of the Association, within the State of Texas or any of the states contiguous thereto, may become a Chapter of the Association, upon filing its ap-

plication for a Chapter, and submitting a copy of its constitution, bylaws or governing regulations with said application, and if these are in harmony with the purposes of this Association, and further provided the said group's members are Adult Members in good standing of this Association.

Section 2. Units. Any special philatelic study group composed of Adult Members, in good standing of the Association, may become a Unit of this Association upon filing its application for unit status, and submitting a statement of purpose with said application, and if said statement is in harmony with the purposes of this Association.

Section 3. Fees of Chapters and Units. Annual assessment Fees for Chapters and Units shall be determined by the Board of Directors.

Section 4. Representation. Every Chapter and Unit should appoint an Association representative to insure that they have a voice at every meeting of the Association to disseminate information, recruit, advise those members unable to attend meetings, and to be the Association contact point for their organization.

ARTICLE VIII. PUBLICATION

Section 1. Official Publication. The official publication of this Association shall be known as *The Texas Philatelist*. Each Member, Chapter and Unit of this Association shall receive a subscription to this publication.

The appointed manager of the publication shall be the Editor, and responsibilities shall be carried out within the spirit and intent of these Bylaws.

The Board of Directors may designate official business matters of this Association to appear therein, as well as other matters of general philatelic interest.

ARTICLE IX. COMMITTEES

Section 1. Committees. The President may appoint Committee Chairpersons and Members, establishing a target completion date for the task, subject to the Board of Directors approval.

Section 2. Term of Office. The Term of Office of all Committee Members shall be the same as that of Appointive Officers as provided in the Constitution of this Association.

ARTICLE X. CONTRACTS, CHECKS, AUDITS, FUNDS

Section 1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Checks. All Checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by the Treasurer.

Section 3. Audit. All funds of the Association shall be audited annually by an audit committee, or by a firm of Certified Public Accountants, as determined by the Board of Directors.

Section 4. Gifts. The Board of Directors may reject or accept, on behalf of the Association, any contribution, gift, bequest or device for the general purpose, or for any special purpose, of the Association.

Section 5. Funds. The Funds of this Association are to be maintained in such designed and described funds and accounts, as determined by the Board of Directors.

ARTICLE XI MISCELLANEOUS

Section 1. Books and Records. Any member, or such member's agent or attorney may inspect all books and records of the Association, for any proper purpose at any reasonable time.

Section 2. Fiscal Year. The Fiscal Year of the Association shall begin on the first day of January in any calendar year and shall end on the last day of December in each calendar year.

Section 3. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act, or under the provisions of the Articles of Incorporation, or the Constitution and Bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 4. Corporate Seal. The Board of Directors may provide a Corporate Seal that shall be maintained by the Secretary. It shall be in the form of a circle and shall read as follows: "Texas Philatelic Association, Inc. 1896."

Section 5. Rules of Order. *Robert's Rules of Order: Newly Revised* shall be the authority on all questions of procedure not specifically stated in the Association's Constitution and Bylaws. These rules shall apply at all meetings of members, Board of Directors, and Committees.

ARTICLE XII AMENDMENTS

These Bylaws shall be amended by the affirmative vote of a majority of the Board of Directors, after receiving notice of proposed amendment at least thirty (30) days prior to the date of the Board meeting at which the said amendment is to be voted on.

Section 1. Any amendment of these Articles may be proposed in one of the following procedures, to-wit:

- 1) By a motion at the Annual Meeting.
- 2) By a motion approved by the majority of the Board of Directors.
- 3) By a Chapter or Unit of the Association.
- 4) By a petition of an Adult Member in good standing, submitted in writing and approved by the Board of Directors.
- 5) By a Bylaw Committee appointed by the President and reporting to the Board of Directors.

Section 2. Amendments. Amendment(s) to the Association's Bylaws may be made by a majority vote of the Board of Directors.

Section 3. Procedures.

- 1) The motion when approved by a majority of the Board of Directors.
- 2) Upon receiving a majority number of votes determined by the Board of Directors, thereon, the amendment is immediately certified as having been approved by this Association.
- 3) The results of the voting shall be reported to the membership at the Association's next Annual Meeting. All amendments immediately shall become effective thereafter.