By-Laws
American Philatelic Research Library
Approved Unanimously by the Trustees, August 13, 2010.
Election related items conditional on approval of APS Bylaws Changes which were approved June 11, 2011.

ARTICLE I – Mission Purpose and Powers

It is intended that all powers of the American Philatelic Research Library, conferred upon it by virtue of its incorporation, shall be executed in accordance with the provisions of the Bylaws; and that admission to membership in the Library, the rights and obligations of members, and the tenure of membership, shall be entirely subject to and depend upon the provisions herein, and the exercise of the authority herein conferred

1.1 Name. The name of the organization shall be the American Philatelic Research Library, or “APRL”.

1.2 Principal Offices. The principal office of the American Philatelic Research Library (“APRL”) shall be at 100 Match Factory Place, Bellefonte, Pennsylvania 16823, until otherwise established by an amendment of the Articles or by the Board of Trustees, and a record of the change is filed with the State of Pennsylvania in the manner provided by law.

1.3 General Charitable Purposes. The APRL is a Pennsylvania domestic not-for-profit corporation organized for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, as amended. All activities of the Corporation shall be undertaken without regard to race, religion, ethnicity, national origin, age, sex, or marital status.

1.4 Mission. The specific and primary purposes of the APRL are:
(a) To establish and maintain a philatelic library as a resource for stamp collectors and postal historians
(b) To offer services to its membership and to philately in general, that promote knowledge, research and education of all aspects of stamp collecting, postal history and postal operations.
(c) To receive and maintain gifts of money and property, and to distribute money and property, for charitable and educational activities related to stamp collecting, postal history and postal operations.

1.5 Scope of the Bylaws. It is intended that all powers of the APRL conferred upon it by virtue of its incorporation shall be executed in accordance with the provisions of these Bylaws, and that admission to membership in the APRL, the rights and obligations of members, and the tenure of membership, shall be entirely subject to and depend upon the provisions herein, and the exercise of the authority herein conferred.

1.6 Legal Jurisdiction. The Court of Common Pleas of Centre County, Pennsylvania, shall have sole and executive jurisdiction to hear and determine any issue or matter relating to these Bylaws, including but not limited to: membership in the APRL; the rules, regulations, and requirements of the APRL; the code of ethical standards to which the APRL and its members subscribe; and, any other matter or issue between the APRL and any of its members.
1.7 **Contractual Jurisdiction.** The Court of Common Pleas of Centre County, Pennsylvania, shall have sole and exclusive jurisdiction to determine any contractual dispute or matter between the APRL and any member(s), including, but not limited to, any action for the collection of money due the APRL brought by or on behalf of the APRL for any reason whatsoever.

**ARTICLE II – The Philatelic Literature Review**

2.1 The *Philatelic Literature Review* (PLR) shall be the official journal of the APRL and shall be published as directed by the Trustees. The production of the PLR shall be managed by the American Philatelic Society (APS) Executive Director. The subscription price shall be determined by the Trustees.

**ARTICLE III - Membership**

3.1 The membership of the American Philatelic Research Library shall include:
   (a) Active members, consisting of all members of the American Philatelic Society;
   (b) Associate members, consisting of individuals who are not members of the American Philatelic Society;
   (c) Institutional members, consisting of organizations or other libraries.

3.2 The Trustees may designate members as Sustaining or Contributing upon their making a donation in addition to regular dues.

3.3 The Trustees shall determine the regular dues and donations for the several classes of membership.

3.4 The Trustees shall determine the qualifications and dues for life membership.

3.5 The Trustees may provide for the designation of members as Founders, Patrons, Fellows, Vooy's Fellows or Benefactors based upon grants, gifts, or service to the library.

3.6 The Trustees may establish additional forms of special membership as may be desirable to carry out the purpose of the Library.

3.7 Membership shall be terminated upon reasonable notice after nonpayment of dues or upon expulsion from the American Philatelic Society. Membership may be terminated by the Trustees for failure to abide by library rules or for conduct unbecoming a member after due notice and after an opportunity is given to the member to be heard.

**ARTICLE IV - Meetings**

4.1 The annual meeting of the Library shall be held in conjunction with and at the time and place of the annual meeting of the American Philatelic Society.

4.2 Special meetings may be called by the APRL Board of Trustees.

4.3 At any meeting of the membership, ten (10) members personally present shall constitute a quorum and each member shall be entitled to one (1) vote.

4.4 Meeting(s) may be held within or without the Commonwealth of Pennsylvania.

4.5 Notice of meetings shall be published in the American Philatelist and in the Philatelic Literature Review or mailed to each member at least twenty (20) days prior to the day
named for the meeting. In the case of special meetings of the members, the notice shall specify the general nature of the business to be transacted.

4.6 Business at all membership and Board of Trustee meetings will be conducted under Robert's Rules of Order newly revised.

ARTICLE V - Management

5.1 The affairs and properties of the Library shall be managed by a Board of Trustees consisting of eight (8) members.

5.2 Trustees shall be selected as follows:
   (a) Four (4) shall be elected by the active members of the American Philatelic Society.
   (b) Two (2) shall be appointed by the President of the American Philatelic Society with the approval of the APS Board of Directors.
   (c) Two (2) shall be elected by the founders, patrons, fellows, and Vooys Fellows.
   (d) Election of Trustees by active APS members shall be held in conjunction with the APS election of officers and ballots may be included as part of the APS ballot, which is held every three years.
   (e) Election of Trustees by founders, patrons, fellows, and Vooys fellows shall be held at the same time as the APS election but shall be by separate mail ballot.
   (f) To accommodate the transition from the current nine (9) member Board of Trustees to a Board comprising eight (8) Trustees, the following will apply: In 2013, only two Trustees shall be selected. Both shall be elected by the APS membership (per 5.2a above) one of whom shall be elected to serve a full term of six (6) years and the other shall be elected to serve a term of only three (3) years.

5.3 Trustees shall hold office for a term of six (6) years, One-half of the Trustees in each category to be elected or appointed every three (3) years.

5.4 Term limits. Each Trustee may serve one six (6) year term. A Trustee can run for office or be appointed again after a three (3) year absence from the APRL Board of Trustees.
   (a) To accommodate the transition from the selection of Trustees every two years to the selection of Trustees every three years, term limits shall not apply to a Trustee whose immediate term has expired in 2013 or 2015 and said Trustee has been chosen to fill an interim vacancy on the Board.

5.5 Interim vacancies upon the Board of Trustees may be filled by the remaining members of the Board with the approval of the President of the American Philatelic Society.

5.6 The Board of Trustees may meet at any convenient location within or without the Commonwealth of Pennsylvania. A quorum for the transaction of business shall be five (5) Trustees.

5.7 One or more persons may participate in a meeting of the Board of Trustees by means of a telephone or other communications equipment which enables all persons participating in the meeting to hear one another. Participation in a meeting pursuant to the paragraph shall constitute presence in person at such meeting. Any actions, which may be taken at a meeting of the Trustees, may be taken without a meeting if consents in writing setting forth the action so taken shall be signed by all the Trustees in office and filed with the Administrator.
5.8 The Board of Trustees, with the approval of the President of the American Philatelic Society, may declare vacant the office of any Trustee who becomes of unsound mind, who fails to perform his duties, or who has been convicted of a felony, or who has been suspended or expelled from membership in the American Philatelic Society.

5.9 The Board of Trustees shall have the authority to employ administrators, librarians, and other employees, necessary for the operation of the corporate library.

5.10 No Trustee shall receive a salary for these services unless he should also be a paid administrative employee. Trustees may or may not receive reimbursement for expenses and per diem for attendance at meeting(s), in such sums as the Board might determine, or as determined in conjunction with American Philatelic Society Board policy.

5.11 If any officer or Trustee shall have two unexcused absences from meetings of the Board, the office may be declared vacant at the discretion of the remaining members of the Board of Trustees.

5.12 Written notice of any regular or special meeting shall be given at least five days previous thereto by express or first class mail, postage prepaid, personal delivery, courier service, telex, e-mail or facsimile number supplied by the Trustee to the Administrator for purpose of notice. A Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute waiver of notice of such meeting.

5.13 **Indemnification of Trustees and Officers.** Each person who is or was a Trustee or Officer of the Society (including the heirs, executors, administrators of the estate of such person) shall be indemnified and held harmless by the Library for all actions taken by him/her and for all failures to take action (regardless of the date of any such action or failure to take action) to the fullest extent permitted by Pennsylvania law against all expense, liability and loss (including without limitation attorneys’ fees, judgments, fines, taxes, penalties, and amounts paid or to be paid in settlement approved by the APRL) reasonably incurred or suffered by such Trustee or Officer in any such person’s capacity as Trustee or Officer, or arising out of such person’s status as Trustee or Officer. No indemnification pursuant to this Section shall be made, however, in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted misconduct or recklessness.

5.14 Notwithstanding the foregoing section, a Trustee shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless: (a) The Trustee has breached or failed to perform the duties of office under 15 Pa.C.S. 5712 or any amendment, supplement, or re-enactment thereof (relating to standard of care and justifiable reliance); and (b) The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness; provided, however, that the provisions of this Section shall not apply to the responsibility or liability of a Trustee pursuant to any criminal statute, or to the liability of a Trustee for the payment of taxes pursuant to Local, State, or Federal Law.

5.15 The Trustees may by unanimous vote, appoint a Trustee Emeritus, or Honorary Trustee to the Board. Such person or persons shall have the right to attend meetings of the Trustees and receive the minutes thereof but shall have no vote in the proceedings.

5.16 Upon dissolution of the Library, any surplus remaining after providing for all liabilities of the corporation shall be distributed to such other organization or organizations established and operated exclusively to charitable education, religious, or scientific
purposes as shall at the time qualify as an exempt organization under Section 501(c) 3 of the internal Revenue code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Trustees shall determine.

ARTICLE VI - Nominations of Trustees

6.1 The two Trustees to be elected by the active members of the American Philatelic Society shall be nominated in the same manner as nominations for officers of the American Philatelic Society. To be placed on the ballot, each nomination must have one (1) second made in the same manner as the officers of the American Philatelic Society.

6.2 Nominations of Trustees to be elected by the founders, patrons, fellows, and Voos Fellows shall be by a Committee appointed by the President from members of the founders, patrons, fellows, and Voos Fellows or may be made by a petition of five (5) founders, patrons, fellows or Voos Fellows; such petition to be in writing, presented to the Secretary not less than 60 days prior to any election.

6.3 To qualify for nomination, a Trustee must be a natural person of full age and a member of the Library.

ARTICLE VII - Officers

7.1 The officers of the Library shall be a President, a Vice President, a Secretary, and a Treasurer.

7.2 Officers shall be elected by the Board of Trustees. Officers shall be members of the Library, but need not be Trustees.

7.3 Officers shall hold office for a term of three (3) years or until their successors are elected and shall not serve for more than two (2) consecutive terms in the same office. Any officer or agent may be removed by the Board of Trustees whenever in its judgment the best interests of the Library will be served thereby.

ARTICLE VIII- Duties of Trustees and Officers

8.1 Board Meetings. The Board of Trustees may be convened in session by the President, or by any three members of the Board, for the general transaction of business, or for the consideration of such special matters as may be specified in the call for the meeting. The meeting may be held in person, through teleconference, conference call, or as otherwise deemed appropriate.

8.2 Unbecoming Conduct. The Board of Trustees shall have authority to define, by general resolution, conduct unbecoming a member, which shall be the basis for termination of membership.

8.3 Liability insurance. Liability insurance coverage for all Trustees and Officers shall be provided and maintained by the APRL as may be required from time to time.

8.4 President. The President shall preside at all meetings of the membership and the Board of Trustees. He shall execute in behalf of the corporation all contracts and deeds and other legal instruments upon instruction from the Board of Trustees.

8.5 Vice President. The Vice President in the absence of the President, shall perform all the duties of the President and act in his place. The Secretary and Treasurer in order named shall act in place and stead of the President if he and the Vice-President be absent.
8.6 **The Secretary.** The Secretary shall keep a record of all the meetings of the membership and of the Board of Trustees which shall be permanently filed at the APRL Principal Offices.

8.7 **The Treasurer.** The Treasurer shall advise the American Philatelic Society (APS) Executive Director in all matters concerning the financial duties and in collaboration with the Executive Director present an annual financial report and a report of budgetary requirements.

8.8 **The Executive Director.** The Executive Director of the American Philatelic Society shall be responsible for the operation and functioning of the APRL as its Chief Executive Officer subject to the supervision of and consistent with the policies, orders, advice and directions of the Board of Trustees. He shall be a member of the APRL qualified by experience and ability to administer the general business affairs of the APRL in a satisfactory manner and shall be in charge of the Principal Offices of the APRL and shall have ultimate responsibility for the financial and administrative affairs of the APRL, its programs, services and personnel.

8.9 **APRL Records.** Any officers or any committees having charge or custody of APRL records and/or properties shall, upon termination of their term of office or upon the appointment of a new committee, deliver such records and/or properties to the APS Executive Director or designate. No permanent APRL records shall be destroyed unless approved by the Board of Trustees.

8.10 **Other Provisions.** In addition to the powers conferred and the duties imposed by this Article upon the several officers of the APRL, such officers shall exercise the powers conferred and perform the duties imposed upon them by the other Articles of these Bylaws.

**ARTICLE IX – Committees**

9.1 The APRL shall have such committees of the Board as the Board shall determine from time to time in accordance with this Section.

9.2 **Appointments.** Subject to the approval of the Board of Trustees, the President shall designate such standing committees and appoint chairpersons of such committees. All Trustees shall serve as Committee members as designated by committee chairpersons subject to approval by the President.

9.3 **Tenure.** Committees shall serve only for the specific term for which the President is elected and until their successors are appointed; or for such term as the Board shall determine.

9.4 **Duties.** The duties of the Committees, and the rules and regulations governing their operations, shall be prescribed by the Board of Trustees, except as otherwise provided herein.

**ARTICLE X - Amendments**

10.1 These bylaws may be amended by a three-quarters (3/4) vote of the Board of Trustees present and voting at any meeting. Written notice of any proposed amendment shall be given to each Trustee at least thirty (30) days prior to voting thereon.
10.2 These bylaws may be amended by a three-quarters (3/4) majority vote of the members present at any annual meeting, or by a two-third (2/3) majority of members voting by mail ballot at the time of any regular election of Trustees. Proposed amendments by mail ballot shall be published in the American Philatelist and in the Philatelic Literature Review at least ninety (90) days prior to the vote being taken.