

CONSTITUTION AND BYLAWS OF THE AUSTIN-TEXAS STAMP CLUB

(Paragraph and/or section enumeration and/or positioning in this instrument has no bearing or substantive meaning.)

ARTICLE I - NAME AND PURPOSE

The organization shall be known as The Austin-Texas Stamp Club (referred to herein as the Club). Its purpose is to foster, develop and otherwise enhance the avocation of stamp collecting for the benefit of its members.

ARTICLE II - MEMBERSHIP & DUES

Section 1. Membership in the Club is limited to any person who evidences a genuine and substantial interest in the purpose of the Club as set out in ARTICLE I, above. And membership in the Club shall never, in any way be limited by race, ethnicity, sexual orientation, or religion. Membership shall consist of two categories:

- a. Regular members - persons over eighteen years of age (including life members and honorary members).
- b. Junior members - persons eighteen years of age and younger.

Section 2. Honorary membership may be bestowed by unanimous written recommendation of the Executive Board and approved by a two-thirds vote of the members of a regular meeting. Honorary membership will be limited to those few individuals who have completed at least ten years of active, continuous dues paying membership and who have distinguished themselves by selfless service to the philatelic community and to the Club. Honorary membership shall be limited to no more than five members at any one time.

Section 3. Life membership may be achieved by prepayment of dues at a rate determined by the Executive Board and published as part of the Club Rules.

Section 4. All membership categories are authorized to vote at all meetings, serve on committees, participate in debate and otherwise enjoy the facilities of the Club. Members may be expelled for cause such as fraud, dishonesty, etc. Procedures defined in ARTICLE IV, Section 5, below, will be observed in cases of expulsion.

Section 5. Annual dues shall be at an annual rate determined by the Executive Board and published as part of the Club Rules.

Section 6. Dues are due and payable by the first scheduled meeting in January. Payment of dues covers membership for the Club calendar and fiscal year (January 1 to December 31). At the discretion of the Executive Board, members paying dues prior to December 31 for the upcoming year may be allowed a reduction in dues. New members are required to pay dues at the time of application for membership. Members joining after June 30 may pay a reduced rate for their category of membership at the discretion of the Treasurer. Members not paying dues by February 15 of the then current year will be dropped from the official Roster of the Austin-Texas Stamp Club.

Section 7. Special assessments on the membership may be proposed by written recommendation of the Treasurer. After full and open discussion of the proposal, the recommendation will be carried over to the next meeting for a vote. Notice of the assessment and the impending meeting will be publicized to all members via mail. The vote will be taken at the designated meeting, a quorum being present. A two-thirds affirmative vote is required for passage.

ARTICLE III - ELECTED OFFICIALS

Section 1. Elected officers of the Club will include a President, a Vice-President, a Secretary, a Treasurer, and three Executive Board members. The offices of Secretary and Treasurer may be combined. The term of office for elected officials shall be for two years. No person shall be elected for the office of President for more than three terms without a period of at least one year intervening before entering the office for a subsequent term.

Section 2. The President has general supervisory powers over all matters concerning the Club. He/she is an ex-officio member of all committees, makes all appointments provided for in these bylaws, or other appointments necessary and shall otherwise perform all duties required by the bylaws or assigned by the membership at a duly called meeting. The President shall appoint all committees as described in ARTICLE VI, Section 1 and such other committees as the Executive Board may determine are necessary.

Section 3. The Vice-President will assist the President in the conduct of the Club; will officiate at meetings in absence of the President; and will be the Chairman of the Program Committee. In the event of death, disability, resignation or removal of the President, the Vice-President shall assume the office pending action under Article IV, Section 3.

Section 4. The Secretary will keep a permanent record of the minutes of meetings of the Club (which may be a description of the meeting in the Newsletter) and the Executive Board; will maintain complete records of membership (in the form of a published Roster), and maintain attendance records. The Secretary shall publish and mail monthly notices to the membership listing planned meetings and topics. The notices (in the form of a Newsletter) may also contain messages from the officers and other members of the Club.

Section 5. The Treasurer shall take charge of all monies, property, securities, etc. of the Club. All dues collected and other receipts shall be deposited in a bank designated by the Executive Board. The Treasurer shall pay all bills and other obligations of the Club. Obligations in excess of \$300.00 must be approved by the Executive Board. (Once a recurring expense - such as facility rental - is approved, no further approval must be sought unless a change occurs). The Treasurer will periodically provide a report to the Club members relative to the financial status of the Club. A complete financial statement will be provided as of year-end. Sufficient copies shall be available for distribution to those who desire a copy.

Section 6. The Executive Board shall consist of the elected officers plus three additional Regular members elected as members of the Board. Members shall be elected in the same manner as other officers. The retiring President shall be an ex-officio member of the Board. The duties of the Board shall be to administer the affairs of the Club, develop an annual budget for approval of the membership, act for the Club in emergencies arising between meetings of the Club except as otherwise provided for in these bylaws, to review and approve or disapprove expenditures for the Club when said expenditures exceed those outlined in Section 5 above.

Section 7. Compensation: No officer or member of the Club shall receive any compensation for services performed for the Club. Reimbursement of authorized expenses must be supported by receipts or other documentation.

ARTICLE IV - ELECTIONS

Section 1. Elections will be conducted at the first meeting of November in odd-numbered years. The individuals elected will assume office on January 1 of the following even-numbered year. Eligibility to hold office will be limited to Regular or Life members.

Section 2. A Nominating Committee shall be appointed by the President 60 days prior to the election. The Committee will consist of three members, one of whom will be designated Chairperson. The composition of the Committee will be approved by a majority vote of those present at the meeting at which the Committee is appointed. The Committee will render its report of nominees no later than 30 days (or two meetings) prior to the date of the election. Nominations may also be made from the floor on the date of the election. Persons nominated must have agreed to serve in the position for which they are nominated.

Section 3. Vacated Elective Office: In the event an elective office is vacated for any reason prior to completion of the term, a special election will be held to fill the vacancy. This section may be waived by a two-thirds vote of the members present at a meeting where a quorum is present.

Section 4. Impeachment: An elected official may be impeached by unanimous vote of the Executive Board. The official will then be removed from office if, after he has been accorded an impartial hearing on the charges at an official meeting of the Club, a two-thirds vote of the members present vote to remove the individual.

ARTICLE V - MEETINGS

Section 1. Conduct of meetings shall be governed by "Robert's Rules of Order", except that reading of the minutes of previous meetings will be dispensed with, unless specifically requested by a member.

Section 2. A quorum shall consist of either 15 members present or 25% of the membership, whichever is lower. Members must be in good standing to be included in quorum counts. A quorum must be present at any meeting where Club business is transacted or a vote taken. Meetings where a quorum does not exist may be used for trading, presenting a program, etc.

Section 3. Regular meetings will be held at times agreed to by the Executive Board and approved by the membership. Location of meetings will be determined by the Executive Board. Meeting times and locations will be published in the Club Rules. Regular meetings may be postponed or cancelled by the President or Executive Board provided the notice of cancellation has been disseminated to all members.

Section 4. Special meetings may be called by the President and/or the Executive Board should the need arise. Members must be notified by the most efficient means available.

Section 5. The order of business at regular meetings will normally be:

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| 1. Registration of attendees | 5. Unfinished business |
| 2. Reading of Communications | 6. New Business |
| 3. Reports of Officers | 7. Program |
| 4. Reports of Committees | 8. Adjournment |

Every effort will be made to follow the above, as expeditiously as possible.

ARTICLE VI - PERMANENT COMMITTEES

Section 1. Committees may be appointed by the President, subject to approval of the Executive Board, to deal with operations of the Club.

Section 2. Disbandment: The President, with the concurrence of the Executive Board, may disband any Committee, remove individual members for cause, or add members as needed. Unless disbanded sooner, Committees will serve for the term of the incumbent President.

ARTICLE VII - AMENDMENTS

Section 1. Notice of proposed amendments must be submitted in writing and signed by at least five members of the Club.

Section 2. Processing of proposed amendments shall be as follows: The proposed amendment(s) shall be presented at a meeting of the Club at least thirty days (or two meetings) prior to the date a vote is to be taken on the proposed amendment(s). It shall then be provided to the membership at large by the most efficient means available prior to the meeting at which the proposal will be voted upon.

Section 3. A second presentation of the proposed amendment(s) shall be made at the meeting at which the proposal will be voted upon. If a quorum exists, the amendment(s) may be approved by a two-thirds vote of the members present. If passed, the amendment(s) will take effect on the first day of the following month.

ARTICLE VIII - ASSETS ON DISSOLUTION

Section 1. The assets of the Club are dedicated to its non-profit purpose, and no income of any kind to the Club, nor any of its assets, or income derived from the investment or use of such assets, shall ever, directly or indirectly, be distributed as profit to any member of the Club.

Section 2. And if the Club shall ever, for any reason (bankruptcy, receivership, by common consent, or otherwise) be dissolved and/or disbanded, the assets, after payment of all lawful debts of said Club, shall be distributed to any other non-profit organization of a similar nature or by designation of a majority of the Club, which organization shall be qualified for tax exemption under the present Section 501(c) of the Internal Revenue Code (or such section as it may become otherwise numbered) as a non-profit organization and is not a private foundation.

Approved at a Meeting of the Club on December 20, 1988.

Amended at the July 19, 1994 regular Meeting of the Club to 1) define new dues amounts for Life Membership; 2) change annual dues for regular and junior members; 3) allow discount for payment of dues by year-end; and 4) to change the end-date for receipt of dues to February 15.

Amended at the February 16, 2016 meeting of the Club to move dues information to a separately update document (Club Rules) and other changed to accomodate current practices.

This constitution and bylaws replace all prior Bylaws and/or Constitution of the Austin Texas Stamp Club.