

# TEXAS PHILATELIC ASSOCIATION FOUNDATION, INC. BYLAWS

(As proposed September 18, 2017, to replace the bylaws of the Texas Philatelic Association and the TPA Foundation. Presented to members in the Fourth Quarter 2017 issue of *The Texas Philatelist*.)

## ARTICLE I. NAME AND PURPOSE

Section 1. This organization, a non-profit corporation, shall be known as the Texas Philatelic Association Foundation, Inc. (also known as the Texas Philatelic Association) and shall hereinafter referred to as the "Association."

Section 2. It shall be the purpose of the Association to encourage and to aid in collecting and studying postage stamps, postal history, and all related areas of philatelic interest including but not restricted to revenues, postal stationery, postal markings, topical collecting, and air and space flights; to facilitate contact between collectors; to provide facilities and opportunities for dissemination of information for the advancement of the science and hobby of philately; and to promote friendships among all philatelists.

## ARTICLE II. OFFICE

Section 1. 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 mailing address of the Secretary or Secretary-Treasurer of the Foundation.

Section 3. The registered office of the Association shall be with the Secretary or Secretary-Treasurer of the Association.

## ARTICLE III. MEMBERSHIP

Section 1. Adult Members are 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.

Section 2. Life Membership. Life membership is effective for those members who paid for or earned this designation prior to 2018. After 2017, additional life memberships may be conferred as described in Section 1.b. above.

Section 3. 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, and in holding office. Youth Members shall be subject to one-half the Adult dues established in Section 6 of this Article.

Section 4. Chapters and Units. Existing Chapters and Units so designated prior to 2018 will continue with that designation. Clubs who become part of the Association after 2017 will be designated as Chapters.

Section 5. Application for Membership in the Association shall be in writing and in such form as the Board of Directors may determine. Names of new members will 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, 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 6. Dues. Dues are payable in advance. The amount of the 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 7. 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, 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 8. 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 9. 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 10. Reinstatement. A former member may become reinstated, and assume their former membership number, upon formal application to the Association and payment of dues for the current year.

This privilege is available only to those members who left the Association in good standing.

Section 11. Transfer Membership. Membership in this Association is not transferable.

#### ARTICLE IV. BOARD OF DIRECTORS

Section 1. Board Membership. The Board of Directors shall consist of six (6) members (elected in accordance with Article VII) who among themselves will elect a President and Vice President for two year terms. The President will then appoint either one of the other directors or another member to fill the positions of Secretary, Treasurer and Editor. Only elected Directors may vote on matters of the Association.

Section 2. General Powers. With the President of the Association as its Chairman, the Board of Directors is responsible for the general management of the affairs of the Association.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall occur annually at a time and place determined by President as noted in Section 5.

Section 4. 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 as noted in Section 5.

Section 5. Location of Meetings. Meetings may be held in conjunction with stamp shows, at a time and place defined and agreed to by a majority of the Board, or by electronic means if agreed to by a majority of the Board.

Section 6. 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 or electronic means to each officer and director.

Section 7. 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 8. Proxy. A Director who is unable to attend a meeting either physically or electronically, may designate another Director as their proxy. The proxy must be in written or electronic form, delivered to the President.

Section 9. Compensation & Reimbursement. 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. Reasonable expenses incurred as part of a directed activity may be reimbursed when supported by documentation.

## ARTICLE V. 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 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. Vice President. In the absence of the President, or in event of inability or refusal 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 on the President; and shall perform such other duties as may be prescribed by 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 be required to 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; keep a register of the post office and electronic mail address of each member; send dues notices to all members, 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.

Section 6. Term of Office. The term of office for all officers and directors shall be four years with staggered terms so that two members are elected every year. The Director elected President may serve for only two two-year consecutive terms.

Section 7. Vacancies. A vacancy in any Director or Appointed Office of the Association, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term of said office at the discretion of the remaining Directors.

Section 8. Removal. Any officer of the Board of Directors, 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 VI  
COMMUNICATION WITH MEMBERS

Section 1. Annual Reports. On an annual basis, the Board of Directors shall provide reports to the membership. The reporting shall include (but not be limited to):

- a) Reports of the President, Secretary, Treasurer, Editor and committee heads.
- b) Financial status
- c) Results of election of Directors

Section 2. Other Reports. The Board of Directors may notify the membership of other events or changes that affect the membership, including:

- a) Membership reports
- b) Bylaws changes
- c) Other non-annual occurrences

Section 3. Methods of Reporting.

- a) In the Association publication
- b) By mail or electronic means

ARTICLE VII  
NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Any Adult Member, in good standing of this Association, may be nominated and become a nominee for Board of Directors.

Nomination is made by (a) a Nominating Committee, appointed by the President, (b) a Chapter or Unit in good standing, or (c) a member offering themselves as a nominee by contacting the President or the Nominating Committee.

Each nomination shall be accompanied by a statement from the member nominated, signifying a willingness to serve on the Board of Directors addressed to the nominating committee or to the Secretary of the Association. Statements may be submitted via mail or electronically.

Nominations must be filed with the Secretary not later than October 1 of the year in which elections will be held.

Section 2. Election. Election of Board of Directors shall occur by means of a ballot listing nominees except that uncontested elections may be ratified by the Board without conducting a formal ballot exercise.

The list of the nominees for directorships shall appear in the official publication of the Association, and, if required, the official ballot shall be mailed to all Adult Members, in good standing, no later than November 1 of the year in which elections will be held.

If an election is conducted by mail, each member must sign and print their name on the ballot to validate the ballot. Ballots that do not contain this information are not valid. Elections held electronically must originate from the email address used by the Association. Ballots (either printed or electronic) will be tabulated by the Secretary or a member appointed by the President.

A plurality shall elect Directors, and the election results shall be announced in the next issue of the Association publication.

ARTICLE VIII  
PUBLICATION

Section 1. Official Publication. The official publication of this Association shall be in the form of a printed journal. The title, size and frequency of publication will be determined by the Board of Directors. Each Member, Chapter and Unit of this Association shall receive a subscription to this publication.

The 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 determined by the Board of Directors.

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 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. The Board of Directors may at its discretion order an audit of the funds of the Association.

Section 4. Gifts. The Board of Directors may accept or reject, 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 may inspect all books and records of the Association, for any proper purpose at any reasonable time, subject to the approval of the Board of Directors.

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 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. (See Article IV, Section 6.)

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 Bylaws. These rules shall apply at all meetings of members, Board of Directors, and Committees.

ARTICLE XII  
AMENDMENTS

These Bylaws shall be amended as noted below:

Section 1. An amendment of these Articles may be proposed in one of the following procedures:

- a) By a member of the Board of Directors.
- b) By a Chapter or Unit of the Association.
- c) By a petition of an Adult Member in good standing, submitted in writing and approved by the Board of Directors.
- d) 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) Upon receiving a majority number of votes of the Board of Directors, the amendment is immediately certified as having been approved by the Association.
- 2) The results of the voting shall be reported to the membership in the next issue of the Association publication. All amendments immediately shall become effective thereafter.

ARTICLE XIII.  
DISSOLUTION

In the event of dissolution of the Association, and after the discharge of all its liabilities, the remaining assets shall be given to a non-profit organization whose purposes and objectives are similar to those of the Association, and that has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code. Such organization(s) is to be designated by a majority vote of the Board of Directors.

Note: In December, 2018, the Board of Directors unanimously approved a change to Article VII, Section 1, removing the requirement for nominees to the Board to be residents of Texas.