



## **BY-LAWS**

[as amended March 17, 2018]

### **Article 1 – NAME**

The organization shall be known as the Polonus Polish Philatelic Society, incorporated under the laws of the State of Illinois as a Non-Profit Corporation.

### **Article 2 – OBJECTIVES OF THE SOCIETY**

The Society is organized exclusively for educational purposes in general, and specifically to provide members with the opportunity to increase their knowledge of Polish philately through publications, exhibitions, lectures and other activities.

### **Article 3 – MEMBERSHIP**

#### *Section 1. Qualifications*

Any person of good character and interested in Polish philately may become a member of the Society subject to the provisions of these By-Laws and to the rules and regulations which may be promulgated from time to time by the Board of Directors.

#### *Section 2. Categories of Membership*

Membership shall not be limited as to number and shall consist of the following categories:

- a. Regular Members. Regular Membership shall be open to all stamp collectors 16 years of age and older.
- b. Junior Members. Junior Members shall be those under the age of 16 years. They shall enjoy all the privileges of Regular Members with the exception of voting. Upon reaching the age of 16 years, the Junior Member may apply for Regular Membership.
- c. Charter Members. Charter Members shall be those admitted to the Society prior to June 9, 1939.
- d. Honorary Members. Honorary Membership may be extended to any person, even though not a

member of the Society, because of outstanding contributions to philately, or because of national or international prominence as a philatelist, upon approval by the Board of Directors.

e. Life Members. Life Members shall be those who have attained this status prior to January 1, 2005.

### *Section 3. Application for and Admission to Membership*

a. Application for membership in the Society shall be made in the manner and form prescribed from time to time by the Board of Directors.

b. Admission to membership shall be based upon receipt of a completed application form accompanied by the current dues and upon the applicant's conformance with the qualifications for membership.

c. Admission to membership shall be confirmed in writing and printed in the Polonus Bulletin or other official organs of the Society.

d. The Board of Directors reserves the right to reject any applicant with or without cause.

e. The Board of Directors has the right to sanction, suspend, or expel any member for conduct determined by the same Board to be inappropriate, unethical, or detrimental to the Society or to philately.

## **Article 4 – FEES AND DUES**

*Section 1.* Members shall pay such dues as may be determined from time to time by the Board of Directors.

*Section 2.* Life and Honorary members shall be exempt from payment of dues.

*Section 3.* The dues notice shall be sent prior to the end of the calendar year and shall be payable within the first three months of the new calendar year. Any member who has not paid by the appointed time may be stricken from the membership roster.

## **Article 5 – BOARD OF DIRECTORS AND OFFICERS**

*Section 1.* The Board of Directors shall consist of nine (9) members, eight (8) elected by the membership, plus the immediate past President.

*Section 2.* All members in good standing, with the exception of Junior Members, may vote for members of the Board of Directors.

*Section 3.* All candidates for the Board of Directors must be able to adequately fulfill the duties and obligations of the office.

*Section 4.* A nominating committee shall be appointed by the President no fewer than four (4) months prior to the Annual Meeting, and the nominating committee shall present a slate of candidates to the President no fewer than three (3) months prior to the Annual Meeting. Ballots shall be presented to the membership no fewer than two (2) months prior to the Annual Meeting.

*Section 5.* Election to the Board of Directors shall be for a term of three (3) years. The results of the election shall be announced and become effective at the Annual Meeting.

*Section 6.* The immediate past President shall be an ex officio voting member of the Board of Directors.

*Section 7.* The Officers of the Society shall consist of the Chairman of the Board; President; Executive Vice President; Vice President, Administration; Secretary; and Treasurer. The elected Board members shall select the offices of Chairman of the Board; President; Executive Vice President; and Vice President, Administration from among their number. They then shall select from their number or from the general membership candidates for the office of Secretary and Treasurer. If selected from the general membership, these Officers will be considered as non-voting members of the Board of Directors.

*Section 8.* No member of the Society shall hold more than one office.

*Section 9.* The Board of Directors and Officers shall serve from Annual Meeting to Annual Meeting for the term of their offices.

## **Article 6 – POWERS AND DUTIES OF THE BOARD OF DIRECTORS AND OFFICERS**

*Section 1.* All property, funds, and affairs of the Society shall be managed by the Board of Directors. In addition to the power and authority expressly conferred upon the Board of Directors by these By-Laws, the Board of Directors shall have the right, power, and authority to exercise all such powers and do all such things as may need to be done for the Society, but subject to the laws of the State of Illinois.

*Section 2.* Decisions of the Board shall be by majority vote. This vote may occur during a Board meeting at which the members are physically present or by electronic mail or fax that is duly signed by the Board member. All members of the Board are required to have access to electronic mail.

*Section 3.* If any Board position becomes vacant for any reason, the remaining members may declare such office vacant and appoint a successor who shall hold office for the unexpired term of the office.

*Section 4.* Chairman of the Board. The Chairman of the Board shall preside over all meetings of the Board of Directors and shall provide leadership, governance and strategic fundraising.

*Section 5.* President. The President shall be the Chief Executive Officer of the Society. He shall preside at all Annual Meetings. It is his duty to see that the By-Laws, rules, and regulations of the Society are enforced and shall perform all other duties that may be prescribed from time to time by the Board of Directors. He shall with the Secretary and/or Treasurer sign all written contracts and obligations of the Society which have been approved by the Board of Directors. With the consent of the Board, he shall appoint the standing committees and any other committees the Board has authorized.

The President shall also be ex-officio a member of all committees. When necessary, the President may authorize expenditures up to \$500.00 without Board approval. Any amount over \$500.00 must have the approval of the Board of Directors.

*Section 6.* Executive Vice President. The Executive Vice President is the Chief Operating Officer of the Society and is responsible for the planning and implementation of the Annual Meeting & Exhibition. In the absence of the President, the Executive Vice-President shall perform the duties of that office and all such other duties as the Board of Directors may prescribe.

*Section 7.* Vice President, Administration. The Vice President, Administration is the Chief Administrative Officer of the Society and is responsible for the Membership Data Base (MDB), to include:

- a. Inputting membership data from New Member Applications and changes in contact information reported by members.
- b. Maintaining the accuracy of member contact information.
- c. Generating mailing labels as requested by the Society.
- d. Issuing special reports as requested by the Society.
- e. Posting Membership Directory data on the Society website.
- f. Coordinate dissemination of collecting interests/skills of new members to Officers and Directors, in order to facilitate recruitment of volunteers for Committees and/or specific Society duties/projects.

*Section 8.* Secretary. The Secretary shall:

- a. Keep a true and complete record of Society activities, and keep accurate and permanent minutes

of all Annual and Board of Director Meetings. He shall provide the minutes of any and all meetings to any member upon request.

b. Give notice of all meetings and conduct all the correspondence of the Society and the Board of Directors.

c. Be the keeper of the Seal of the Society and file the annual report of a Non-Profit Corporation with the State of Illinois, and file such other documents which may be required by the State of Illinois or any other governmental entity having jurisdiction over the Society, except as otherwise specified in these By-Laws.

*Section 9.* Treasurer. The Treasurer shall receive and disburse all the monies of the Society and shall:

a. Deposit all monies in the name of the Society in such banks and in such manner as approved by the Board of Directors.

b. Payout monies as directed by the Board or President.

c. Place all records and accounts at the disposal of the Board or its authorized representative.

d. Present at the Annual Meeting a complete statement showing all the receipts and disbursements since the last report as well as a true and correct balance of the accounts of the Society.

e. Send the dues notice to members prior to the end of the calendar year.

f. Send a final notice between March 30th and April 15th of every year to all members who have not paid their dues.

g. Have completed an annual audit of all Society financial records with two Board members appointed by the President by the time of the Annual Meeting.

h. File any required financial disclosures, returns or other financial documents with the appropriate regulators.

*Section 10.* Except as expressly authorized by these By-Laws, no Officer, elective or appointed, nor any committee shall incur any debt or obligation in the name of the Society without the approval of the Board of Directors. The Board of Directors may not incur any debt, or buy or sell real estate or marketable securities without a two-thirds approval of the entire Board.

*Section 11.* Each Officer shall at the expiration of his term of office, or at the time of his resignation, removal, or disqualification from office, deliver to his successor in office all books, papers, records,

monies, or any property of the Society or its members in his possession or custody.

## **Article 7 – MEETINGS**

*Section 1. Annual Meeting.* The Annual Meeting of the membership of the Society shall be held once every calendar year, but under no circumstance exceeding 18 months between meetings, at a time and place to be determined by the Board of Directors.

*Section 2. Meeting of the Board of Directors.* An annual meeting of the Board of Directors shall be held in conjunction with the Annual Meeting of the membership of the Society. A quorum of five Board members must be present to transact the business of the Society.

*Section 3. Special Meetings.* Special meetings of the Board of Directors may be called at any time by the President with the consent of a majority of the Board members, or by a majority of members of the Board.

## **Article 8 – RULES OF PROCEDURE**

*Section 1. Order of Business for the Annual Membership Meeting*

- a. Call to order.
- b. Reading of the minutes of the last Annual Meeting for approval.
- c. Treasurer's report.
- d. Reading of the decisions of the Board of Directors since the last Annual Meeting.
- e. Committee report summaries by the Secretary. Committee chairmen are to have prepared a written report of activities which they are to submit to the Secretary no less than one month prior to the Annual Meeting. The Secretary will send these reports to the members of the Board of Directors no less than three weeks prior to the Annual Meeting. Acceptance of the reports will be by the Board of Directors at their meeting.
- f. Unfinished business.
- g. New business.
- h. Announcements for the good of philately.
- i. Adjournment.

*Section 2. Votes by Proxy.* Votes of members by proxy shall not be permitted.

*Section 3.* Procedure. Robert's Rules of Order shall govern all meetings.

*Section 4.* The order of business of the Board of Directors meeting shall be the same order as for the Annual Meeting.

## **Article 9 – BY-LAW RATIFICATION, AMENDMENT, AND INTERPRETATION**

*Section 1.* Ratification. These By-Laws shall be in force and effect from the date of their acceptance by the Board of Directors and passage and adoption by the membership of the Society by vote at the Annual Meeting, and shall supersede all previous editions of the By-Laws.

*Section 2.* Amendments. The By-Laws may be altered or amended by a majority vote of the Board of Directors and approval of the membership at the Annual Meeting.

*Section 3.* Interpretation. Subject to the decision of the courts of law having jurisdiction on matters involving these By-Laws, the Board of Directors, acting in consultation and on the advice of the Society attorney, shall have the power of interpreting these By-Laws.

## **Article 10 – PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS**

No member, Director, Officer or employee of or a member of a committee, or a person connected with the Society, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Society, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Society in effecting any of its purposes as shall be fixed by the Board; and no such person or persons shall be entitled to share in the distribution of any corporate assets upon the dissolution of the Society, whether voluntary or involuntary. Upon dissolution of the Society, the assets of the Society then remaining in the hands of the Board shall be distributed, transferred, conveyed, delivered, and paid by the Board only to funds, foundations, corporations, or such other charitable institutions authorized and operated exclusively for charitable, religious or educational purposes which qualify for an exemption from Federal Income Tax under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

## **Article 11 – CHAPTERS**

*Section 1.* The Polonus Philatelic Society is national and international in scope and welcomes all local and national organizations with an interest in Polish philately to become Chapters of the Polonus Philatelic Society.

*Section 2.* The Polonus Philatelic Society will serve, through the means of the Bulletin of the Polonus Philatelic Society and/or other available venues, to coordinate, facilitate, and assist all

interested Chapters in the exchange of all matters related to education relating to Polish philately.

*Section 3.* A letter of intent, approved by the Board of Directors, will be sufficient to enable an organization to become a Chapter, and no formal application will be necessary. All Chapters will be listed by name and address in the Bulletin of the Polonus Philatelic Society.

*Section 4.* The Board of Directors shall have the right to terminate any Chapter for conduct determined by the Board to be inappropriate, unethical, or detrimental to the Society or to philately.

Passed and adopted by the membership of the Society by unanimous vote at the Annual Meeting of the Society on August 22, 2015, and amended March 17, 2018.