

Bylaws of the
SOUTHEAST FEDERATION OF STAMP CLUBS, INC.
(As amended through November 1, 2016)

ARTICLE I: NAME AND PURPOSE

Section 1. NAME: The official name of this organization shall be the "Southeast Federation of Stamp Clubs, Inc.," (hereinafter referred to as the "Federation").

Section 2. PURPOSE: The purposes of the Federation are exclusively charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, as further stipulated in the Amended Articles of Incorporation executed and on file with Georgia's Office of Secretary of State. The Federation will be responsible for sponsoring at least one annual (national) postage stamp show under the name "Southeastern Stamp Expo," an event intended to further philatelic education through exhibits, seminars and youth stamp collecting activities in Georgia and its surrounding states.

The Federation is not formed for pecuniary profit or financial gain and no part of its assets, income or profit shall be distributed to or inure to the benefit of any officer, director or member of the corporation or any other private individual.

Notwithstanding any other provisions of these articles, the Federation is organized exclusively for charitable, educational, literary, or scientific purposes, as specified in section 501 (c) (3) of the Code and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under section 501 (c) (3) of the Code.

Section 3 NON-PARTISAN ORGANIZATION: No substantial part of the activities of the Federation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, and the Federation shall not participate in or intervene (including the publishing and distributing of statements) in any political campaign on behalf of any candidate for public office at the local, state or federal level.

Section 4 AFFILIATION WITH THE AMERICAN PHILATELIC SOCIETY: The Federation shall remain a chapter in good standing of the American Philatelic Society (hereinafter referred to as the "APS"), and as part of its mission, shall execute an annual national postage stamp show within the rules defined by the APS as an accredited "World Series of Philately" Show.

ARTICLE II: MEMBERSHIP

Section 1. QUALIFICATIONS AND ADMISSION: All organized postal societies, and other philatelic organizations within Georgia or a surrounding state that have Philatelic Education as part of their mission statement may seek membership in the Federation. Such organizations in other states may seek membership at the discretion of the board. To be eligible, a philatelic organization (hereinafter referred to as a "member unit") must maintain at least six bona fide members and have elected officers. Applications for membership shall be approved by a two-thirds vote of the Federation's Board of Directors (hereinafter referred to as the "Board").

Section 2. FEES AND DUES: Prior to January 1, 2004, each new member unit shall pay a one-time entrance fee of \$150.00. After January 1, 2004, no such fee shall be required. Annual dues for member units will be determined by the Board and shall be due on January 1st and delinquent after March 31st of each year.

Section 3. POLICY OF NON-DISCRIMINATION: The Federation does not and shall not discriminate on the basis of race, color, religion (creed), gender, age, national origin (ancestry), disability, marital status, or military status, in any of its activities or operations. These activities include, but are not limited to, acceptance of member units, election of officers, acceptance of member units' appointees to the board, selection of volunteers and vendors, and provision of services.

Section 4. DUTIES OF FEDERATION MEMBERSHIP: Upon admission to the Federation, member units agree to appoint a representative to sit on the Board of the Federation, and take part in all governance of the Federation. The name and contact information of the representative to the Federation should be reported to the Federation Secretary within thirty (30) days of acceptance of Federation membership.

Section 5. LIMITATIONS OF FEDERATION MEMBERSHIP: The Board of Directors may at its discretion provide assistance in the way of funds, assets and other resources to member units for specific initiatives concerned with philatelic education. No federation assets may be made available to a member unit for any initiative that does not have philatelic education as its primary focus.

ARTICLE III: BOARD OF DIRECTORS

Section 1. POWERS AND DUTIES: Federation management and policy shall be vested in a Board. The Board shall annually elect certain officers (see Article IV, Section 2) from its membership or member units. If the Federation sponsors a (national) postage stamp show, the Board shall appoint a show general chairman who reports to the Board. The show chairman may appoint others, as needed, to assist in effecting the sponsored (national) postage stamp show. With the assistance of the Federation treasurer, there shall be an accounting of the sponsored (national) postage stamp show's financial activities no later than thirty (30) days after such show's conclusion and any funds remaining in such show's budget shall be returned to the Federation.

Section 2. COMPOSITION: Prior to March 31, 2005, the Board shall consist of two representatives from each member unit who shall be at least eighteen (18) years of age. After April 1, 2005, the Board shall consist of one representative from each member unit and the elected Federation officers (each of whom shall be at least eighteen (18) years of age). Each member unit shall elect or appoint their representative (and up to two alternates) to the Board for a one-year term of office beginning January 1 and ending December 31 (or until a successor shall have been selected). Each year, member units shall notify the Federation secretary of the names and addresses of its authorized representatives no later than January 31st of the year of their election/appointment.

Section 3. VACANCIES: Should a Board member resign or become unable to continue to serve, the member unit which selected that member shall designate another person to represent that member unit on the Board as soon as possible. Within seven (7) days of filling the vacancy, the member unit shall notify the Federation Secretary of the name and address of its new representative

Section 4. REGULAR MEETINGS: During each calendar year, the Board shall hold one annual general meeting, at which time election of Federation officers for the coming calendar year shall take place, and the Treasurer shall report on the Federation operations over the previous year. The annual general meeting shall take place on or before March 1st of each year. If the annual general meeting cannot be held by March 1st, the President shall call a special meeting to facilitate the election of officers for the coming year.

Section 5. SPECIAL MEETINGS: Special meetings may be called by the president, or by written request by a majority of the members of the Board. Special meetings of the Board must be preceded by at least two days' notice to each Board member of the date, time, and place.

Section 6. QUORUM: A quorum shall consist of a minimum of two elected officers and a majority of the Board's total membership. Nonvoting members shall not be counted when determining the presence or absence of a quorum.

Section 7. ACTION TAKEN WITHOUT MEETING: Action may be taken by the Board without a meeting provided written notice of the action to be taken is sent to every member, and written consents by a majority of the Board are returned to the Federation president and filed with the secretary for inclusion in the minutes of the Board.

Section 8. STANDARD OF CONDUCT FOR BOARD MEMBERS: Each Board member shall discharge his or her duties as a director, including duties as a member of a committee: (a) in a manner the member believes in good faith to be in the best interests of the Federation; (b) without any material or monetary compensation ; (c) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; (d) avoiding and/or disclosing any conflict of interest resulting from selection of vendors or suppliers; and (e) as otherwise required by §14-3-830 of the Official Code of Georgia Annotated.

ARTICLE IV: OFFICERS, OFFICIAL REPRESENTATIVES, AND ELECTIONS

Section 1. OFFICERS: Federation officers shall consist of a president, vice president, secretary, and treasurer, each office elected by the Board from its membership or member units.

Section 2. ELECTION:

Beginning in 2006, the vice president and secretary were elected to two year terms on odd years, with terms beginning on October 1, and ending on September 30 two years hence. The president and treasurer were elected to two year terms on odd years, beginning in 2007, with terms beginning on October 1, and ending on September 30.

Beginning in 2016, the terms of the Vice President and Secretary will be extended from September 30, 2016, to the date of the Annual General Meeting of 2017. Beginning in 2017, elections for these two positions shall take place at the Annual General Meeting of the Federation in 2017. Beginning in 2017, the Vice President and Secretary positions will be elected in "odd" years at the Annual General Meeting of the Federation. Beginning in 2017, the terms of the President and Treasurer will extended from September 30, 2017 to the date of the Annual General Meeting of 2018. Beginning in 2018, elections for these two positions shall take place at the Annual General Meeting of the Federation in 2018. Beginning in 2018, the President and Treasurer positions will be

elected in “even” years at the Annual General Meeting of the Federation. All elections shall be by secret ballot, except for uncontested offices. A majority vote of Board members present and voting shall be required for election.

Section 3: RESIGNATION AND REMOVAL OF OFFICERS: An officer may resign at any time by delivering notice to the members of the Board. The Board may remove any officer at any time, with or without cause.

Section 4. VACANCIES: A vacancy in an elective office shall be filled by the Board at a regular or special meeting, or as provided in Section 8 of Article III.

ARTICLE V: DUTIES OF OFFICERS

Section 1. PRESIDENT: The president shall oversee the affairs of the Federation, promote the purposes and well-being of the Federation, and carry out the instructions of the Board. Specifically, the president shall:

- a. Call an Annual General Meeting and special meetings of the Board, as well as propose Board action without a meeting as provided for in Section 8, Article III of these bylaws.
- b. Provide an agenda of the business to be considered at Board meetings.
- c. Preside at all meetings of the Board.
- d. Appoint persons to specific responsibilities, subject to Board approval.
- e. Establish standing and special committees as necessary.
- f. Serve as an ex officio member of all committees.
- g. Authorize withdrawals of Federation funds.
- h. Execute contracts or other legal instruments on behalf of the Federation with approval of the Board.
- i. Acknowledge gifts made to the Federation.
- j. Assume overall responsibility for the maintenance, protection and growth of the “brand image” of the Federation and all its initiatives, including the Southeastern Stamp Expo.

Section 2. VICE PRESIDENT: The Vice President shall perform all duties of the president in cases of that officer’s absence, disability, resignation, or request. In the event the president cannot complete the term to which elected, the vice president shall assume that office for the remainder of the term. Additionally, the vice president shall:

- a. Provide coordination and liaison with member units of the Federation.
- b. Make arrangements for regular and special meetings.

- c. Assume the duties of president upon the death, resignation, or removal of the sitting president, until a board meeting can be held to elect a new president.

Section 3. SECRETARY: The secretary shall have custody of Federation documents, bylaws and other records. Additionally, the secretary shall:

- a. Keep the minutes of all meetings.
- b. Maintain a current record and mailing list of all Board members, including Federation officers.
- c. Prepare and mail all official correspondence and provide notification of meetings.
- d. Maintain an official copy of Federation bylaws and amendments.
- e. Receive applications for member units, and facilitate their acceptance by the board.
- f. Brief all newly accepted member units of their rights and responsibilities as member units.

Section 4. TREASURER: The treasurer shall receive, disburse and perform all similar financial transactions for the assets and liabilities of the Federation. Additionally, the treasurer shall:

- a. Make all records available to the Board or anyone designated by the Board, and assist as requested.
- b. Keep dues records of all Federation members, and in conjunction with the secretary, send out notices for the annual dues payment.
- c. Provide an annual accounting and such other periodic accountings of the Federation's finances as the Board may request.
- d. Manage the ongoing solvency of the Federation and alert the Federation board to any and all financial risks to which the Federation has been or may be exposed.
- e. Complete and file any necessary tax returns, and manage the ongoing charitable and tax exempt status of the Federation.
- f. The Federation treasurer shall be designated as the treasurer for any Federation sponsored (national) postage stamp show.

Section 5: TRANSITION IN OFFICERS: All Federation officers shall help promote a smooth transition in the event of resignation or of election of a new officer.

ARTICLE VI: ASSETS OF THE FEDERATION

Section 1. EXISTING ASSETS. The assets of the Federation as existing on January 31, 2005 may only be used in support of the annual (national) postage stamp show under the name "Southeastern Stamp .Expo," or other initiatives that further philatelic education within the region

the Federation serves, Georgia and surrounding states. No assets of the federation may be allocated to any purpose or initiative without the approval of the Board.

Section 2. GIFTS. The president shall have the authority to accept on behalf of the Federation gifts and donations made to the Federation. Gifts that are subject to any conditions imposed by the donor may only be accepted if the terms and conditions are approved by the Board.

ARTICLE VII: AMENDING OF BYLAWS

Section 1. AMENDMENTS: Amendments to these bylaws shall be proposed in writing to the Board at any regular or special meeting. Proposal may be by a majority vote of the Board, or by representatives of two or more member units. Notification of the proposal shall be mailed to each member unit not represented at the Board meeting at which proposed. Ratification of proposed amendments shall require approval by two-thirds of members present and voting at a subsequent Board meeting. In no case shall a vote for ratification occur at the same meeting where an amendment is proposed.

ARTICLE VIII: PARLIAMENTARY RULES OF PROCEDURE

Section 1. MATTERS NOT COVERED BY BYLAWS: Matters of parliamentary procedure not covered by these bylaws shall be resolved by the most recent edition of *Robert's Rules of Order*, which is hereby incorporated by reference as the parliamentary rules of procedure for the Board.

ARTICLE IX: INCORPORATION BY REFERENCE

Section 1. Inasmuch as the Federation has been incorporated under the laws of Georgia, the Restated and Amended Articles of Incorporation signed on December 15, 1993, and on file with Georgia's Office of Secretary of State, plus any future amendments to those articles, are hereby incorporated by reference into these bylaws.

Section 2. Inasmuch as the Federation has been incorporated pursuant to the Georgia Nonprofit Corporation Code (Chapter 3, Title 14 of the Official Code of Georgia Annotated), and since many provisions of that code affect the organization, powers, and responsibilities of the Federation, said code is hereby incorporated by reference into these bylaws.

ARTICLE X: DISSOLUTION OF FEDERATION

Section 1. DISSOLUTION OF FEDERATION: This Federation may be dissolved upon a three-fourths majority vote of the Board of directors, providing representatives of a majority of member units vote for dissolution in compliance with statutory provisions for voluntary dissolution found in Article 14 of the Georgia Nonprofit Corporation Code (Chapter 3 of Title 14 of the Official Code of Georgia Annotated).

Section 2. DISTRIBUTION OF ASSETS: Upon the dissolution of the Federation, after paying or making provisions for the payment of all legal liabilities of the Federation, assets shall be distributed

for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Federation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

I hereby attest and certify that to the best of my knowledge, this is a true and faithful copy of the Bylaws of the Georgia Federation of Stamp Clubs, Inc., as amended through.

Secretary
Southeast Federation of Stamp Clubs, Inc.

Error! Reference source not found. Sworn to and subscribed
before me this ___ day
of _____, 2016

NOTARY PUBLIC
MY COMMISSION EXPIRES: