

United Postal Stationery Society, Inc.

By-Laws

As Amended March 23, 2006

Article I - Membership

Section 1. The membership of the United Postal Stationery Society shall include:

(a) Active Members, consisting of individuals 18 years of age or older.

(b) Junior Members, consisting of individuals over the age of 14 and under the age of 18. Junior Members shall automatically become Active Members upon reaching the age of 18 and upon the payment of dues assessed against Active Members. No person shall be accepted into Junior Membership unless the application has been guaranteed by a parent or guardian. Junior Members shall not have the right to vote or hold office in the Society.

(c) Honorary Members, consisting of such persons, not members of the United Postal Stationery Society, who, in the unanimous opinion of the Executive Board, shall be deemed worthy of this honor. Honorary Members shall pay no dues, but shall be entitled to all privileges of the Society, except those of voting or holding office.

(d) Honorary Life Members, consisting of Active Members who have contributed materially to the Society or its welfare and who have either (1) been members of the Society, or any organization taken over and merged into this Society, for a period of at least ten (10) years, or (2) served this Society in elected office for a period of at least five (5) years, or (3) performed outstanding service to the Society and to the field of postal stationery; and who have been elected to the status of Honorary Life Member by the unanimous vote of the Executive Board, excluding, however, the vote of the designee. Honorary Life Members pay no dues, but shall be entitled to all privileges of the Society, including those of voting and holding office. The former Active Membership number shall be retained.

(e) Life Members, consisting of Active Members who shall pay a Life Membership fee to be set by the Executive Board. Life Members shall not be assessed annual dues and shall be entitled to all of the privileges of the Society.

(f) Contributing Members, consisting of such active members who shall make a contribution of the minimum amount set by the Executive Board in any year in addition to their regular dues. Contributing Membership shall be recognized only in the year in which such contribution is made.

(g) Spouse Members, consisting of husband or wife of an active member who shall pay 1/2 dues per year as long as spouse is a current member. Only one journal and directory will be mailed per family, but spouse will enjoy all other membership privileges.

(h) Group Members, including chapters, consisting of organizations such as local philatelic societies, historical societies, libraries, museums, and other interested groups. These groups shall pay the same dues as Active Members, and receive one copy of each of the Society's regular monthly publications, but shall not have the right to vote or hold office.

(i) Century Life Members, consisting of those members whose years of paid continuous membership and whose age, when added, equal one hundred (100). The Century Life Memberships will be funded by a transfer of the current life-member fee from the Lewandowski Endowment Fund to the Life Member Reserve. Foreign members who qualify for Century Life Member status will receive the basic membership free, but will be responsible for an annual payment of postage beyond that required for U.S. Domestic mail.

Section 2. Members shall be assigned permanent membership numbers in the order in which they become members of the Society, which numbers shall bear applicable suffixes as follows:

- Charter Members "C"
- Junior Members "J"
- Honorary Members "H"
- Honorary Life Members. "HL"
- Life Members "L"
- Spouse Members "S"
- Group Members "G"
- Century Life Members "CL"

Section 3. Application for membership shall be in writing and in such form as the Executive Board shall prescribe and shall be accompanied by the first year dues and an application fee determined by the Executive Board. The Executive Board shall prescribe the manner of handling and accepting applications for membership.

Section 4. Any member in a good standing may resign at will. Resignations shall be published in the membership report.

Section 5. Any member may be suspended for a definite period or expelled from membership in the Society by the Executive Board, when said member has been found guilty of any conduct which has been determined by the Board to be unbecoming a member.

Article II- Payment of Dues

Section 1. Annual dues shall be assessed at rates set by the Executive Board. The rates will be reviewed annually at the spring Board meeting.

Section 2. The Treasurer shall send a renewal notice approximately six weeks prior to the expiration of a member's subscription period. A second renewal notice will be sent two weeks after the expiration of a member's subscription period if dues have not been remitted. Membership will be terminated two months after the expiration date if the dues are not paid. No further publications will be mailed following the termination.

Section 3. A former member terminated for non-payment of dues may request reinstatement and resumption of their former membership number. A terminated member shall make new application for membership in the regular manner.

Article III - Chapters

Section 1. Five or more members of the Society may associate themselves together for the purpose of forming a chapter of the Society and make application for admission as such. The application shall state the chapter name and location and the names and addresses of members and officers and shall include the by-laws of the proposed chapter. If the application is approved by the Executive Board, the chapter shall be assigned a group membership number and shall be entitled to all benefits of Society membership except the right to vote and to hold office.

Section 2. Chapters shall pay the same annual dues as Active Members.

Section 3. A chapter may admit to membership persons who are not members of the Society, but the number of members of the United Postal Stationery Society in any chapter shall not be less than five for any two consecutive years, and the by-laws, rules and regulations of the chapter shall at all times be subject to approval by the Executive Board.

Section 4. No person who is under sentence of expulsion from the Society, shall be accepted or retained as a member of a chapter.

Section 5. Chapter Representatives. Each chapter shall designate one of its UPSS members as the representative of the chapter in its dealing with the Society. This representative shall report all activities of the Society to the chapter and generally supervise the recruiting from the chapter of members for UPSS and ensure that all chapter reports are promptly made to the Chapter Coordinator of the UPSS, and all other procedural requirements are accomplished.

Section 6. Sales Division Service. Chapters may participate in the Sales Division under such conditions as described by the chapter representative to the Executive Board in which responsibility for the circuit is assigned.

Article IV- Officers and Directors

Section 1. The affairs of the Society shall be managed by an Executive Board consisting of the officers and nine (9) directors.

Section 2. Directors shall be elected for four (4) year terms, with a proportionate number of directors being elected every other year.

Section 3. All officers shall be elected for a two year term.

Section 4. In the event of a vacancy occurring in the office of the President, the 1st Vice- President shall succeed as President for the balance of the term of office. All other vacancies shall be filled by the Executive Board for the unexpired term.

Section 5. The Society's most recent past president, who is an Active Member, shall be a member of the Executive Board.

Section 6. The officers of the Society shall be President, 1st Vice President, 2nd Vice President, Secretary and Treasurer. The offices of Secretary and Treasurer may be combined by a vote of the Executive Board. In addition to those offices, the President may appoint with the Executive Board's approval ex-officio Executive Board members to the administrative staff, however, these members shall have no voting privileges. The President, with Executive Board approval, shall also have the power to appoint special and standing committees and their committee chairmen.

Section 7. The Executive Board is vested with full power to determine the privileges and responsibilities of all elected officers, ex-officio officers, directors, committee chairmen and committees, and shall specifically outline, by way of resolution, the duties of the above elected officers, ex-officio officers, directors, committee chairmen and committee. The outlines of these duties shall be reevaluated by the Executive Board at the first meeting following the election or re-election of the President.

Section 8. The President shall function as chairman of the board in conducting board meetings and shall have the right to appoint all committees deemed desirable, with full right of removal or substitution, and must appoint a committee on the recommendation of any three (3) members of the Executive Board. The President shall be a member, ex-officio, of all committees, excluding the Nominating Committee. All committees and appointments cease to exist upon the completion of the President's term of office.

Section 9. Summaries of the annual reports of officers may be published in a Society publication, as directed by the Board.

Section 10. A quorum for the Executive Board shall be set at seven members. No official business requiring Executive Board approval shall be effective unless a minimum of seven members cast their votes on any matter either in person, by mail, by electronic transmission (e-mail or FAX), or by proxy written and signed.

Article V - Funds

Section 1. The Executive Board is authorized to establish and maintain such "funds" or "accounts" as may be required from time to time.

Section 2. The General Fund shall comprise all income from admission fees, annual dues, advertising revenue and any profit from any venture approved by the Executive Board.

Section 3. The Publication Fund shall be used to fund, encourage and publish philatelic research and literature in the field of postal stationery and related fields. This fund shall consist of :
(a) All profits from the sale of handbooks or other literary material, excluding periodic society publications.
(b) any monies from specific activities approved by the Executive Board
(c) any amount appropriated for the above purpose. These monies shall be set up as a special account in the Treasurer's annual report to the members. The administration and expenditure of such monies shall be prescribed by the Executive Board.

Section 4. The Life Member Reserve Fund shall include all new Life Member dues. The fund shall be established with monies from the Lewandowski Endowment Fund equal to the number of life members multiplied by the current Life Member dues. The balance in this fund shall be at least an amount equal to the number of life members multiplied by the current life member dues. This fund is to be invested in an interest bearing account with the interest earned credited to the General Fund to cover the yearly expenses of Life Members. The amount in this fund is to be adjusted every two years, in the even year, to reflect the number of life members. If the fund is reduced, the excess shall be placed in the Lewandowski Endowment Fund.

Section 5. The Lewandowski Endowment Fund is established with monies received from the estate of Arthur Lewandowski. Monies are to be prudently invested with the interest or dividends accruing. Grants from this fund will be used to encourage the publication of original books and articles on postal stationery or related fields, by the awarding of cash grants for deserving projects. The number and amount may vary from year to year. An independent committee appointed by the Executive Board will select the recipients, with at least one Executive Board member serving on this committee. The Executive Board will determine the amounts awarded. Monies from this fund may also: (a) be used to purchase equipment, such as computers, as needed for the operation of the Society; (b) be loaned to the Publication Fund, if needed, for publication costs. The loan will be repaid from book sales; (c) be transferred to the Life Member Reserve as required by Section 4; (d) be used to support society publications.

Section 6. The Executive Board may establish petty cash accounts as necessary, which fund may be replenished from time to time as required on submission to the Treasurer of vouchers covering accrued expenses. The person responsible for said account shall make annual reports of all such expenditures to the Treasurer and to the Executive Board, unless more often directed by either.

Section 7. There shall be an audit covering the past two year period every even numbered year, by a committee appointed by the Executive Board.

Section 8. No monies can be used for the entertainment of members, officers or directors; however, reimbursement of expenses incurred while conducting official business is permitted.

Article VI - Meetings

Section 1. The annual meeting of the Society in convention form shall be held each year during the summer or fall upon such notice and such place as determined by the Executive Board. A semi-annual meeting shall be held each winter or spring upon such notice and at such time and place as determined by the Executive Board.

Section 2. Notice of meetings shall be published in the Society publication at least sixty (60) days prior to each meeting.

Article VII - Society Periodicals

Section 1. The Executive Board is authorized to cause to be published a society journal to be known as *Postal Stationery*, which shall be an official publication of the Society.

Section 2. The Executive Board is authorized to cause to be published a society newsletter to be known as *The Pantograph of Postal Stationery*, which shall be an official publication of the Society.

Section 3. All official notices published in *Postal Stationery* or *The Pantograph of Postal Stationery* shall be deemed proper notice to all members.

Section 4. The Executive Board may approve the consolidation of *Postal Stationery* and *The Pantograph of Postal Stationery* if they deem that members will be better served by the combined publication.

Article VIII - Elections

Section 1. On or before the first day of May of each even numbered calendar year, the President shall appoint a Nominating Committee of three (3) voting members from widely separated areas, none of whom shall be holding an office or committee when appointed. The committee shall, on a date determined by the secretary on or before June 1st, present a slate of one or more nominees (together with the written acceptances for nomination) for each of the scheduled vacancies, to the Secretary. The Nominating Committee shall take into consideration the geographic distribution and collecting interests of the nominees, together with those whose term of office holds over, and shall endeavor to make a reasonable distribution among the various collecting interests and geographical areas. No more than two (2) philatelic dealers may hold directorships at any time.

Section 2. Independent nominations may be made over the written signatures of at least twenty-five (25) voting members and submitted to the Secretary on a date determined by the Secretary on or before June 1st. They must be shown on the ballot without distinction as to source of nomination. A notice of this opportunity shall be published by the Secretary in a publication of the Society during the month of February, March or April.

Section 3. Officers and Directors shall be elected by printed ballot under the direction of the Secretary, and such ballot shall contain spaces for writing in of other names by the voting membership. A plurality of votes cast shall be deemed sufficient for election. The ballots shall be distributed in a publication of the Society or by a separate mailing at least thirty (30) days before the annual meeting.

Section 4. A President who has been elected as such and who will have completed one two-year term of office shall be eligible for re-election for a second two-year term. Upon completion of the second term, that person shall not be eligible for reelection to the Presidency for the immediately succeeding term.

Section 5. Officers and Directors shall take office in the year of their election at the close of the annual meeting held in the summer or fall, except the Treasurer who shall take office the following January 1st.

Article IX - Fiscal Year

Section 1. The fiscal year of the Society shall be January 1st to December 31st.

Section 2. A budget for the next fiscal year shall be submitted to the Executive Board by all cost centers two weeks prior to the fall meeting of the Executive Board.

Article X - Amendments

Section 1. Proposals for amendments to these by-laws may be made by either (a) a two-thirds vote of the Executive Board with a quorum voting, or (b) upon a petition signed by twenty-five (25) members of the Society.

Section 2. Amendments shall be approved / disapproved by a majority vote of the members of the Society voting by mail ballot at the time of any regular election. Notice of proposed amendments to be voted on by the membership shall be published in an official Society publication at least (30) days prior to the election date.

Section 3. The results of said ballot will be published in an official Society publication in a conspicuous manner which will effectively notify all members of the society.

Section 4. The by-laws of this Society shall be available from the Central Office for all members who desire a copy.