




# Constitution Review

A Side-by-Side Comparison of the RPA's  
Current (left) and Proposed (right) Constitution



The RPA Constitution is the document that gives guidance to the operation of all aspects of club activities. Like the club itself, the Constitution should be considered organic—something that needs to morph to better meet current needs and circumstances. Article 7 of the current RPA Constitution dictates the change process, but before this is presented to the Board for their approval, you, our members, have a chance to make your thoughts known. If eventually ratified by the membership before our upcoming December election, it will streamline the election process and re-constitute future Boards.

#### Highlights...

1. Eliminates a formal vetting process for accepting a new member
2. Documents the changeover to memberships running a calendar year instead of the current July-June fiscal year
3. It reduces the time for a member to be in arrears for dues non-payment from 90 to 30 days before being dropped from the rolls
4. Restructures the current Board from 8 to 4 members, replacing the 3 Board seats with the Officer-at-Large position, making the Secretary and Treasurer positions appointed based on merit, but allowing Board members to assume these or other responsibilities
5. Removes the revolving 3 year Board seats, keeping all elected offices to a common two year term
6. Eliminates term limits for all elected positions
7. Allows the Board to make decisions on the best way to accept nominations and run an election
8. Opens the possibility for member voting by electronic means--i.e. email, via Zoom, etc.
9. Removes the ROPEX article and frees the Board to make decisions about future show operations and structure
10. Abolishes the recommendation for quarterly Board meetings and the now required annual business meeting

The current Constitution articles are on the left in the box, the equivalent proposed verbiage on the right.

# Name and Purpose

## Article 1 Name and Purpose of the Organization

Section 1.1 The name of the organization is the Rochester Philatelic Association, Inc., hereinafter referred to as the RPA. It is administered by the RPA Board, hereinafter referred to as the Board.

Section 1.2 The purpose of the RPA is to research and study **worldwide philately** with the objective of promoting education and friendship among philatelists. The RPA carries out its purpose within the guidelines of a Section 501(c)(3) of the United States Internal Revenue Code of 1954 designated organization. It is incorporated in the state of New York.

## Article 1 Name and Purpose

The name of the organization is the Rochester Philatelic Association, Inc., hereinafter referred to as the RPA, administered by the RPA Board, hereinafter referred to as the Board. The purpose of the RPA is to research and study **the many aspects of philately** with the objective of promoting education and friendship among stamp collectors. The RPA is incorporated in the State of New York and is a designated 501(c)(3) organization by the U.S. Internal Revenue Service.

# Membership and Dues

## Article 2 Membership and Dues

### Section 2.2 Categories of Membership

Section 2.2.1 There are three dues paying individual membership categories:

- Youth Membership is open to collectors under the age of 18 at the time of application or yearly renewal;
- Regular Membership is open to collectors 18 years of age or older;
- Family Membership is open to one or more collectors residing in the same household. Every family applicant is considered a unique member.

Section 2.2.2 There are two non-dues paying individual membership categories:

- Honorary Membership- as voted upon by a majority of Board members in recognition of service or other worthy cause to the RPA.
- Life Membership- automatically awarded to a Regular Member who has honored dues payment to the RPA for 25 years of continuous membership; or paid the equivalent of 25 years of membership dues at the time of initial application; or for a Regular Member who applies for life membership and pays any balance by subtracting the number of years paid dues from 25 and multiplying that number by the amount of current annual dues.

## Article 2 Membership and Dues

Anyone may apply as a dues paying member with the RPA under one of several categories at the time of application or start of a calendar year:

- Youth- anyone under the age of 18
- Adult- anyone over the age of 18
- Family- two or more people residing in the same residence (each person will be considered a separate member)

There are two non-dues paying individual membership categories:

- Life Membership- automatically awarded to a member who has honored dues payment to the RPA for 25 years of continuous membership
- Honorary Membership- as voted upon by a majority of Board members in recognition of service or other worthy cause to the RPA

# Membership and Dues

## Section 2.3 Dues

Section 2.3.1 Dues in all categories are established by the Board before the start of the **yearly meeting season**.

Section 2.3.2 Dues for new members are to be received by the RPA along with an application for membership. A membership number will then be assigned to the applicant. Continuing membership is contingent on payment of annual dues as set by the Board for all dues paying membership categories.

Section 2.3.3 Dues paying members whose dues have not been received by the RPA within **90 days** of the start of a new meeting season are to be considered in arrears and not in good standing until paid. Lack of payment by the end of the established meeting season will be grounds to suspend his or her membership.

## Article 2 Membership and Dues

Dues amounts in all membership categories are established by the RPA Board and run over a **calendar year**. Dues paying members are requested to make their yearly payment within **30 days** of the start of a new calendar year. Failure to do so are grounds to suspend membership.

# Resignations and Expulsions

## Section 2.4 Resignations and Expulsions

Section 2.4.1 A member may resign at any time, but previously paid dues will not be refunded. Resignations must be submitted in writing and sent to the President.

Section 2.4.2 RPA membership is subject to expulsion for actions unbecoming a member as determined by the Board. An accuser must file a written grievance report with the Board explaining the situation. The Board will appoint a sub-committee to investigate and interview the member in question. A member's failure to meet or respond to the Board's inquiry is ground for expulsion. Both the accuser and member will receive a copy of the Board's ruling in writing.

Section 2.4.3 Anyone expelled from membership by the Board may appeal their ruling. This action must be taken within 30 days by notifying the President in writing. The final decision rests with the final Board vote.

A member may resign at any time, but previously paid dues will not be refunded. RPA membership is subject to expulsion for actions unbecoming a member as determined by a majority Board vote after an investigation of the circumstances. A member's failure to meet or respond to the Board's inquiry is ground for expulsion.

# Voting

## Article 3 Voting

Section 3.1.1 For all nominations, motions and votes dealing with the membership or constitution, all **adult RPA members** outlined in Section 2.2.1 and 2.2.2 qualify for one vote. Only Board members may vote on Board matters.

Section 3.1.2 A simple majority constitutes approval of nominations, motions or votes. Ties will be broken by the President.

Section 3.1.3 Votes requiring written ballots must be received by the designated date and filled out per the voting instructions or otherwise will be considered invalid.

## Article 5 Voting

RPA members in good standing may vote on issues presented to them on a one person-one vote basis. Only Board members may vote on Board matters.

**Voting may take place in person at RPA meetings, by viable electronic format, written ballot, or any combination as deemed necessary by the Board.** Votes requiring written ballots must be received by the designated date and filled out per the voting instructions to be considered valid. A simple majority constitutes approval, with ties broken by the President.

The Board has the discretion to put major decisions and expenditures to a vote by the membership.

# Officers of the RPA, Duties and Responsibilities

## Article 4 Officers of the RPA, Duties and Responsibilities

### Section 4.1 President

Section 4.1.1 The President presides over all meetings of the RPA membership and Board, appoints committees and serves as an ex-officio member of those committees, with the exception of the auditing committee (See Section 5.1.13) and the nominating committee (See Section 5.1.16). The President prepares and presents the Board report for the annual business meeting.

### Section 4.2 Vice President

Section 4.2.1 The Vice President assumes the responsibilities of the President in his or her absence. In the event the presidency is vacated, the Vice President assumes the term balance of the President.

## Article 3 RPA Leadership

Both elected and appointed positions make up the RPA leadership team. All act in a voluntary capacity without compensation.

### Elected Positions (2 year terms):

- President- presides over all meetings of the RPA membership and Board, appoints committees and serves as an ex-officio member of those committees
- Vice President- assumes the responsibilities of the President in his or her temporary or permanent absence



# Officers of the RPA, Duties and Responsibilities

## Section 4.3 Treasurer and Secretary

Section 4.3.1 The Treasurer is the official signatory on all RPA documents and is responsible to collect and disburse RPA funds, posting records of all fund transactions. He/she prepares and updates the RPA budget, establishes and maintains bank accounts as needed for RPA business. The Treasurer prepares and presents the Treasurer's report for the annual business meeting.

Section 4.3.2 If the Treasurer questions the propriety of any disbursement request, the matter may be submitted to the Board for approval.

Section 4.3.3 The Secretary is to record the minutes of RPA and Board of Governor meetings. The Secretary also keeps a record of attendance of RPA members and visitors for each RPA and Board of Governors meeting. The Secretary is to provide the minutes in a timely fashion to the President and Board for final review.

Section 4.3.4 A minimum of one additional Board member is to have signatory authority on all RPA accounts as determined by the Board.

## Section 4.4 Governors

Section 4.4.1 Three governors act as member representatives on matters brought before the Board.

- Officer At Large- assigned duties as requested by the President and Vice President

The treasurer is the official signatory on all RPA financial documents and is responsible to collect and disburse RPA funds, posting records of all fund transactions and reporting on that information to the Board on request. A second member signatory on RPA financial accounts is required for redundancy.

# Officers of the RPA, Duties and Responsibilities

## Section 4.5 Election Terms of Officers

Section 4.5.1 The President, Vice President, Treasurer and Secretary serve two year terms. **The President may only serve for two consecutive elected terms in that office.**

Section 4.5.2 Governors each serve a three year term, alternating yearly so that one is elected each year. They hold Board seats and if more than one Governor is elected/appointed during a year, one will serve a three-year term; the second will serve a two-year term; and the third will serve a one-year term.

Section 4.5.3 Appointment to a term is not considered as an elected term under term limit considerations.

## Section 4.6 Appointed Positions

Section 4.6.1 The President, in consultation with the Board, may appoint a variety of positions to assist in the management of the RPA. These may include, but are not limited to, a corresponding secretary, newsletter editor, meeting scheduler, librarian, and historian.

Section 4.6.2 The Treasurer, in consultation with the Board, may appoint a membership chairman to assist with membership notification and collection of yearly dues.

Section 4.6.3 The President is to yearly appoint a nominating chairman and/or committee to solicit and secure a slate of club officer nominations due for election in sufficient time as to be voted on by the membership.

Section 4.6.4 The President is to yearly appoint an audit chairman and/or committee consisting of member(s) who do not hold Board positions to review the financial accounts of the RPA in time to report findings to the membership during the annual business meeting.

Board members may assume responsibilities typically handled by a treasurer, secretary, membership coordinator, etc., or appoint other members to manage such roles as needed.

# RPA Board

## Article 5 RPA Board

### Section 5.1 RPA Board Membership, Meetings, and Duties

Section 5.1.1 The RPA Board consists of the President, Vice President, Treasurer, Secretary, three Governors and the immediate past President. The President chairs the Board.

Section 5.1.2 The Board is responsible for the overall management of RPA affairs and property.

Section 5.1.3 The Board meets as needed when issues pertaining to the RPA arise, as called by the President. It is recommended that the board meets quarterly on a schedule set by the President to ensure that ongoing RPA business is managed in a timely fashion. A majority of Board members must attend in person, by phone or online for any vote to take place. All members of the RPA are welcome to attend meetings, but only Board members have voting privileges. Minutes will be taken by the Secretary at the board meetings with action items noted. It is the responsibility of the President to ensure that action items are completed as assigned.

Section 5.1.4 The Board limits expenditures to no more than \$750 per item without membership approval by written vote, excluding the current insurance policy premium and any ROPEX expenditures.

Section 5.1.5 The Board ensures that elected officers and appointed personnel perform their assigned duties. The Board, in its opinion of non-performance, may relieve that person of their duties by majority vote and institute a procedure for replacement.

Section 5.1.6 The Board has the sole authority to replace any Board member who, for whatever reason, is unable to complete his/her term. That person will serve through the end of the original person's term.

Section 5.1.7 Actions of the Board will be made known to the RPA membership through written means and/or through oral communications at RPA meetings.

The three elected positions along with the RPA immediate past president constitute the RPA Board, which is responsible for the overall management of RPA affairs and property. Actions of the Board will be made known to the membership through discussions at RPA meetings and/or written means. Any Board position vacancy will be appointed by the remaining Board members to fill the term's remainder.

# Meetings

## Article 6 Meetings

### Section 6.1 Regular and Special Meetings

Section 6.1.1 Meetings of the RPA are held once or twice a month between September and June, considered the yearly meeting season, dealing with a variety of educational philatelic topics. A schedule of meeting dates and times is made known to the membership through a number of resources. The order of business at meetings is at the discretion of the President.

Section 6.1.2 Weeks before any officer ballot election, the President will read the proposed slate of officers at an RPA meeting and call for additional nominations from the floor. Any member in good standing may nominate himself/herself or be nominated by a fellow member present for any office on the slate not covered by consecutive term restrictions. That nomination must be seconded by another member on the floor for that person to be placed on the ballot.

Section 6.1.3 The annual RPA business meeting typically takes place in June at the conclusion of the stamp season. The order of business for the business meeting is:

- Call to order
- Board Report (a summary of the year's activities presented by the President)
- Treasurer's Report (a summary of the financial holdings of the organization)
- Audit Report (commentary on findings by the audit chairman or designee)
- Officer Election Results (tallied and reported on by the nomination chairman or designee)
- Unfinished Business · New Business · Adjournment

## Article 4 Membership Meetings

Meetings of the RPA are scheduled by the Board and cover a variety of educational philatelic topics. Meeting dates and times are made known to the membership through a number of resources, with the order of business being at the discretion of the President.

# Amendment Procedure

## Article 7 Amendment Procedure

Section 7.1 Proposed changes to the constitution must be submitted to the RPA President in writing by a member in good standing for review by the Board. With majority Board approval, the proposed change will be discussed with the RPA membership in person at a future meeting, revised as necessary and submitted again to the Board for final approval before being voted on by the membership as a whole.

Section 7.2 The vote may take place as a separate item at any time throughout the season, or in conjunction with the annual vote for officers. It is presented as a simple yes or no proposition, with no line-itemization possible.

Section 7.3 Voting is done in accordance with Article 3. If accepted by the majority of voters, the change(s) will amend or replace the former constitution verbiage.

## Article 6 Constitution Amendment Procedure

Proposed constitution changes must be submitted to the RPA President in written format by a member in good standing and reviewed by the Board. With majority Board approval the proposed change(s) will be discussed with the RPA membership, revised as necessary by the Board and voted on by the membership as a whole per Article 5 above. The vote may take place at any time throughout the year presented as a simple yes or no proposition, with no line-itemization possible. If accepted by the majority of voters, the change(s) will amend or replace the former constitution verbiage.

# ROPEX and Other Special Activities

## Article 8 ROPEX and Other Special Activities

Section 8.1 ROPEX (the Rochester National Philatelic Exhibition) is an ongoing activity of the RPA. It is managed by the ROPEX Committee, headed by the committee-appointed Chairperson and a variety of other volunteers to handle show duties including dealers, exhibits, staging, judges, awards, etc.

Section 8.1.1 The goal of ROPEX is to promote the RPA and the hobby of philately to the community at large; maximize educational, buying and selling opportunities to attendees; and bring profits back to the club's treasury to offset yearly club expenditures.

Section 8.1.2 The RPA Board has the authority to approve to operate ROPEX in accordance with the American Philatelic Society's "World Series of Philately" policies at the beginning of any stamp season, or opt to run the show independently of APS policies, thus declining their patronage.

Section 8.1.3 All RPA Board members are ex-officio members of the ROPEX Committee, having complete oversight in the committee's decisions and actions.

Section 8.1.4 The ROPEX Treasurer handles all incoming and outgoing finances on a timely basis and provides financial accounting to the ROPEX committee and RPA Board as needed and provides a final financial report at the show's conclusion when all matters have been settled. It is customary for the RPA Treasurer to act as the ROPEX Treasurer as well.

Section 8.1.5 The ROPEX chairperson is to make a final show report for the RPA President and Board.

Section 8.2 Other prospective club sponsored activities may be presented to the RPA Board for its consideration, feasibility and approval.

No such article in the new proposal. This does not mean ROPEX will never take place, but releases the Board and membership from the requirements under the current constitution.

# Dissolution Procedure

## Article 9      Dissolution Procedure

Section 9.1            Upon the dissolution of the RPA, the Board will, after paying or making provision for the payment of all liabilities of the RPA, dispose of all the assets of the RPA exclusively for the purposes of the RPA in such a manner, or to such organization(s) organized and operated exclusively, for charitable, educational, or scientific purposes, that qualify as an exempt organization(s) under Section 501(c)(3) of the United States Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

## Article 7      Dissolution Procedure

Upon the dissolution of the RPA, the Board will, after paying or making provision for the payment of all liabilities of the RPA, dispose of all the assets of the RPA exclusively for the purposes of the RPA in such a manner, or to such organization(s) organized and operated exclusively for charitable, educational, or scientific purposes, that qualify as an exempt organization(s) under Section 501(c)(3) of the United States Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.



**Questions Welcomed!**

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