

Constitution of the Rochester Philatelic Association (as last amended on January 1, 2009)

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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 a Board of Governors (See [Article 5](#)).

Section 1.2 The purpose of the RPA is to research and study world-wide philately with the objective of promoting education and friendship among philatelists. The RPA will carry out its purpose exclusively within the meaning of Section 501 (c) (3) of the United States Internal Revenue Code of 1954.

Article 2 Membership

Section 2.1 Membership is available to any person of good character who presents satisfactory references that meet the criteria established from time-to-time by the Board of Governors.

Section 2.2 Categories of Membership

Section 2.2.1 Regular Member shall be 18 years of age or older and pay dues, annually, as established by the Board of Governors. Dues shall be waived while serving in the Armed Forces of the United States or our Allies.

Section 2.2.2 Junior Member shall be 12 through 17 years of age and pay dues, annually, as established by the Board of Governors.

Section 2.2.3 Life Member designation shall be awarded to a Regular Member who has remained in good standing for a period of twenty-five consecutive years. Time spent in active duty in any branch of the Armed Forces of the United States or our allies during the period of membership shall be included in determining eligibility. Dues are waived for Life Members. Good standing is defined as having honored dues payment and other obligations to the club within the dues-year they were due.

Section 2.2.4 Honorary Member designation shall be awarded to an individual based upon the recommendation and nomination by the Board of Governors and by a vote by the membership indicating concurrence. The Board of Governors will have established privileges for this category of membership. Dues are waived for Honorary Members.

Section 2.3 Conditions of Membership

Section 2.3.1 Dues for new members shall accompany their application for membership. Continuing membership for Regular and Junior Members is predicated upon the payment of the annual dues assessment and that the member is not subject to the provisions of Section 2.3.5.

Section 2.3.2 Members whose dues are in arrears for 90 days will be terminated from membership. A member may resign at any time but previously paid dues will not be refunded.

Section 2.3.3 An application for reinstatement of membership shall be considered provided that dues in arrears are paid and that the applicant is not subject to the provisions of Section 2.3.5. Should a member wish to rejoin, but maintain continuity in membership, the intervening year's dues may be paid

at the current annual dues assessment. When reinstated, the original membership number will be restored and used for identification.

Section 2.3.4 Membership is subject to termination or expulsion from RPA by the Board of Governors

Section 2.3.5 To begin the process of membership expulsion, a written report must be filed with the Board of Governors. The report must contain detailed information that a member has failed to answer correspondence from the Board of Governors, or that a member has had unsatisfactory relations with other philatelists reflecting adversely on the stature of another member, and/or the RPA.

Section 2.3.6 Anyone expelled from membership by the Board of Governors may make an appeal to the Board of Governors. This action must be taken within 30 days by notifying the president of the board utilizing dated mail. The final decision rests with the Board of Governors.

Article 3 Dues

Section 3.1 The dues structure shall be determined, annually, by the Board of Governors.

Section 3.2 Dues will be assessed as provided in Section 6.5.2.

Article 4 Voting

Section 4.1 On nominations and motions brought before the membership, every eligible member is entitled to one ballot and one vote. Eligible member is defined as being a regular or life member.

Section 4.2 Completed ballots must be returned to the recording secretary or as otherwise instructed by the president within the time frame specified.

Section 4.3 A simple majority of the votes cast shall constitute approval in elections and on motions.

Section 4.4 In the case of a tie when voting on a motion, the president shall cast the tie breaking vote.

Section 4.5 At Board of Governors meetings, only members of the Board of Governors may vote on the issues presented.

Article 5 Board of Governors

Section 5.1 Board of Governors Membership, Meetings, and Duties

Section 5.1.1 The Board of Governors of the RPA consists of the elected RPA officers, three elected governors-at-large, and the immediate RPA past president. The current president of RPA shall be the president of the Board of Governors.

Section 5.1.2 The three governors-at-large shall be elected annually and serve a three-year term, in such a manner that one governor-at-large is elected each year. If more than one governor-at-large is to be elected 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. Should a governor-at-large vacate the office during the term, that vacancy shall be filled in accordance with Section 5.1.8.

Section 5.1.3 A quorum at a Board of Governors meeting shall be determined by the physical presence of a majority of the members.

Section 5.1.4 The president of the Board of Governors, before the first RPA meeting, shall prepare a monthly meeting schedule and have it published as notification to the membership indicating the times and locations.

Section 5.1.5 Emergency meetings may be called by the president of the Board of Governors to address special situations requiring decisions that cannot be delayed until a regularly scheduled meeting. A variety of means to notify members to attend special session of the Board of Governors shall be utilized.

Section 5.1.6 Notification of a meeting cancellation will be made known to members of the Board of Governors and visitors that are part of the meeting agenda.

Section 5.1.7 The Board of Governors is responsible for the control and management of RPA affairs and property. In this capacity, the Board of Governors shall pass upon general policy matters and promote the purposes of RPA. Items to be acted upon may be generated from within the Board of Governors, through RPA officers, or from issues proposed by RPA members.

Section 5.1.8 If a vacancy in any elective office should occur for any reason, it must be filled temporarily by appointment by the Board of Governors. If the next election is more than six months away, the Board of Governors may choose to hold a special election for a replacement.

Section 5.1.9 The Board of Governors shall welcome non-Board of Governors RPA members to Board of Governors meetings to present issues, to participate, or merely to visit and observe the action of the Board of Governors. Visitors to the Board of Governors meetings have no voting rights.

Section 5.1.10 The Board of Governors shall oversee that the elected officers perform their assigned duties. In instances of non-performance, as determined by the Board of Governors, the Board of Governors shall relieve the officer of the duties of office and institute a procedure for replacement.

Section 5.1.11 The Board of Governors shall oversee that the appointed committee chairpersons perform their assigned duties. In instances of non-performance, as determined by the Board of Governors, the Board of Governors shall relieve the chairperson of the duties of the committee and institute a procedure for replacement.

Section 5.1.12 The Board of Governors shall adopt a prudent monetary policy so as not to exceed \$750 per item without the membership approval by written vote, excluding a current insurance policy premium and any ROPEX expenditures. Club funds shall be dispersed only by the treasurer as authorized by the Board of Governors.

Section 5.1.13 The Board of Governors shall appoint an auditing committee. A written report of their findings shall be made to the president of the Board of Governors prior to the Annual Business Meeting and again to the full membership at the Annual Business Meeting. The auditing committee shall consist of three RPA members. Board of Governors members shall not serve on this committee. The auditing committee shall perform an internal audit of the accounts of the treasurer. The time of the audit shall be convenient to the parties but timely to support the Annual Business Meeting requirements detailed herein.

Section 5.1.14 The Board of Governors may authorize hosting ROPEX. When hosted, the Board of Governors shall appoint a chairperson to manage ROPEX. The board shall confirm that the names of members given for consideration have agreed to serve in the capacity for which they may be appointed. The administration of ROPEX is covered in [Article 8](#) below.

Section 5.1.15 A summary of Board of Governors meeting minutes shall be published in the newsletter.

Section 5.1.16 The president, at a board meeting, shall entertain a motion for the selection and appointment of a nominating committee. The purpose of the nominating committee is to propose a slate of officers for the next term in office. The criteria for selection shall be consistent with the articles contained herein. The nominating committee shall publish their slate in the newsletter in a timely manner to allow (1) additional nominations to be forthcoming from the membership and (2) so that elections may be scheduled to provide a smooth transition as the term of the current officers expire. The committee shall confirm that the names of members given in nomination have agreed to serve in the capacity for which they may be elected. Board of governor members shall not serve on the nominations committee.

Section 5.2 Board of Governors Members Term of Office

Section 5.2.1 The Board of Governors shall have nine members which include RPA Officers and Governors-at-Large as elected annually. Vacancies shall be filled in accordance with section 5.1.8 and Section 6.2.2.

Section 5.2.2 In instances when an RPA president is re-elected for a second term in office, the "Immediate past president of RPA designee" from the previous Board of Governors shall sit for a second term on the current Board of Governors.

Section 5.3 Duties of the Chairman of the Board of Governors

Section 5.3.1 The current president of RPA shall be the chairman of the Board of Governors.

Section 5.3.2 The chairman of the Board of Governors may assign specific duties to RPA officers not otherwise specified in this constitution.

Section 5.3.3 The chairman of the Board of Governors may assign specific duties to the governors-at-large not otherwise specified in this constitution.

Article 6 RPA Officers Selection, Duties and Eligibility

Section 6.0 The officers, who are elected for a two year term, serve without salary or other compensation.

Section 6.0.1 Officers are selected through nomination and vote by the membership.

Section 6.0.2 At the meeting when the slate is announced to the membership, additional nominations may be made from the floor for any of the offices. Nominees, before having their name listed on the ballot, shall agree to serve in the capacity for which they may be elected.

Section 6.0.3 The president shall call for a motion and a vote from the membership to close nominations.

Section 6.0.4 A ballot, which contains all nominees, shall be prepared, distributed, voted upon by the membership, tallied and reported as is directed in other sections of this constitution.

Section 6.0.5 Ballots shall be received by mail in time for or brought to the Annual Business Meeting.

Section 6.1 President

Section 6.1.1 The president shall preside over all meetings of the RPA and perform the duties usually associated with the office. He shall appoint the necessary committee chairmen, except for the auditing committee (See Section 5.1.13) and the nominating committee (See Section 5.1.16) The president shall serve as a ex-officio member of all committees except audit and nominations. The president shall appoint the editor of the newsletter.

Section 6.1.2 The president may be elected and serve only for one additional consecutive term in office.

Section 6.2 Vice-President

Section 6.2.1 In the absence of the president, the vice-president shall preside at all meetings.

Section 6.2.2 In the case the office of the president is vacated, the vice president shall become president.

Section 6.2.3 The vice-president may be elected and serve for only one additional consecutive term in office.

Section 6.3 Recording Secretary

Section 6.3.0 The recording secretary shall maintain club data containing pertinent member information.

Section 6.3.1 The recording secretary shall record the minutes of all RPA meetings including board of governor meetings.

Section 6.3.2 The recording secretary shall receive and tally votes on motions and elections.

Section 6.3.3 The recording secretary shall keep a record of attendance of RPA members and visitors for each RPA and Board of Governors Meetings.

Section 6.3.4 The recording secretary shall determine the presence of a quorum at all business meetings. (See Article 7.6.1).

Section 6.3.5 The recording secretary shall prepare an annual report summarizing the Board of Governors meetings for presentation at the annual meeting.

Section 6.4 Corresponding Secretary

Section 6.4.1 The corresponding secretary shall be responsible for the timely distribution of RPA meeting notices.

Section 6.4.2 The corresponding secretary shall be responsible for the timely distributing of RPA ballots.

Section 6.4.3 The corresponding Secretary shall oversee that the newsletter is published.

Section 6.4.4 The corresponding secretary shall be responsible for the timely distributing of the newsletter.

Section 6.5 Treasurer

Section 6.5.1 The treasurer is responsible to collect and disburse RPA funds and maintain records of all funds transactions.

Section 6.5.2 The treasurer shall prepare an annual budget of anticipated expenses by polling the officers at a special Board of Governors meeting and then make a recommendation to the president concerning the forthcoming year's dues structure.

Section 6.5.3 The president may appoint a membership chairman based on the recommendation of the treasurer to assist in collecting dues, maintaining records, and assigning membership numbers. These records are pertinent when determining Life Member qualification.

Section 6.5.4 The treasurer shall establish and maintain bank accounts as needed for RPA business. The president and corresponding secretary shall be assigned as alternate signatures for all accounts.

Section 6.5.5 Funds of the RPA may be disbursed by the treasurer as its business may require or upon request of any officer or upon presentation of an invoice approved by an officer. If the treasurer questions the propriety of any disbursement request, the matter may be submitted to the Board of Governors for approval.

Section 6.5.6 The treasurer shall prepare a monthly and an annual accounting summary of all funds of the RPA to be presented to the Board of Governors. The treasurer shall cooperate with the audit committee for the annual review of RPA books.

Article 7 Meetings

Section 7.1 Regular monthly meetings of the RPA shall be scheduled. See Section 5.1.4.

Section 7.2 A special business meeting shall be called in conjunction with the last regular meeting for the purpose of presenting the slate of officers proposed by the nominations committee and to allow additional nominations to be made from the membership.

Section 7.3 The Annual Business Meeting shall take place during the last month of the club's fiscal year.

Section 7.4 Other business meetings may be scheduled, with the Board of Governors' approval, by the RPA president. The membership must be notified by mail at least 30 days before the scheduled date of the meeting. The proposed agenda must be included with the notification.

Section 7.5 The order of business at monthly meetings is at the discretion of the president. Robert's Rules of Order, Newly Revised, Tenth Edition, Printed October 2000, shall govern all meetings of the RPA except when they are in conflict with this constitution.

Section 7.6 The order of business at the Annual Business Meeting shall be as follows:

Section 7.6.0 Call the Meeting to Order

Section 7.6.1 Determine that a Quorum is present

Section 7.6.2 Board of Governors Report

Section 7.6.3 Treasurer's Report

Section 7.6.4 Auditing Committee Report

Section 7.6.5 Report Election Results

Section 7.6.6 Unfinished Business

Section 7.6.7 New Business

Section 7.6.8 Adjournment

Section 7.7 To have a quorum at any business meeting, one fifth (20%) of the eligible members must be present in person. Eligible members are defined in Sections 2.2.1, 2.2.2 and 2.2.3, above.

Section 7.8 In the event that an Annual Business Meeting lacks a quorum or cannot be held as scheduled, the following procedure may be followed to conclude the requirements of the term in office of the Board of Governors and RPA officers:

Section 7.8.1 A special edition of the newsletter shall be issued to the membership.

Section 7.8.2 The Board of Governors annual report shall be published in the newsletter.

Section 7.8.3 The auditor's report shall be published in the newsletter.

Section 7.8.4 The treasurer's report (Summary) shall be published in the newsletter.

Section 7.8.5 In the event the meeting is not held as scheduled, notification of an extension in time for receiving ballots will be posted in the newsletter. Election results shall be reported in a separate mailing to the membership.

Section 7.8.6 All other business, including a request to be made by the auditing committee to accept or reject the treasurer's report shall be entered into "Unfinished Business" and placed on the agenda of the next business meeting.

Article 8 Special Activities

Section 8.1 ROPEX (Rochester Philatelic Exhibition) may be an activity of the RPA.

Section 8.1.1 When held, a special committee shall be formed at least nine months prior to the anticipated date of ROPEX. The committee shall continue to function until the project has been completed. The Board of Governors shall be a part of this committee.

Section 8.1.2 The Board of Governors shall appoint a ROPEX Chairperson. The ROPEX Chairperson shall Select a ROPEX Treasurer, Bourse chairperson, and an Exhibit Chairperson.

Section 8.1.3 A basic plan and budget for ROPEX and a request for funding for contracts that will need to be initiated, shall be presented to the Board of Governors for approval and funding prior to committing the RPA. In order to provide expeditious handling of dealings with vendors, a line item

amount entitled "Potential Additional Costs" shall be included within the proposed budget to address unanticipated changes to planned expenses. Allocation of these funds shall be at the discretion of the Chairman of ROPEX.

Section 8.1.4 The ROPEX Committee, from-time-to-time, may find that a course of action or commitments not anticipated need to be accomplished to meet the end goal for which ROPEX has been established. These changes, proposed by the majority of the ROPEX Committee, shall be brought to the attention of the Board of Governors to obtain approval and funding prior to committing the RPA.

Section 8.1.5 The ROPEX Treasurer shall work closely with the RPA elected treasurer in opening a bank account for ROPEX purposes, developing and following an agreed upon compatible accounting procedure that encompasses good monetary policy.

Section 8.1.6 The ROPEX treasurer shall close the books and make a final financial report to the Board of Governors within ninety days following the event.

Section 8.1.7 The ROPEX Chairperson shall make a final report to the Board of Governors.

Section 8.2 Other activities may be organized at the direction of the president of the Board of Governors with board approval.

Article 9 Amendment Procedure

Section 9.1 This Constitution may be amended at any business meeting by a majority of the eligible voters subject to the provisions of this article.

Section 9.2 Proposed changes to the constitution must be submitted to the RPA president in writing for review by the Board of Governors.

Section 9.3 Following the review (Section 9.2), the membership of the RPA shall be notified to have the opportunity to review the proposed changes at least 30 days in advance of placing the proposed change on a ballot.

Section 9.4 Voting may be by mail or in person in accordance with the date specified. One vote and one ballot per member.

Article 10 Dissolution Procedure

Upon the dissolution of the RPA, the Board of Governors 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 qualified 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.