

WALTHAM STAMP CLUB

By-Laws

Revised & Re-Written by Vote of the Membership on September 15, 2020

ARTICLE I

Scope of the By-Laws

Section 1. It is intended that all powers of the Waltham Stamp Club shall be executed in accordance with the provisions of these By-Laws and that admission to membership in the Club, the rights and obligations of Members, and the tenure of membership, shall be entirely subject to and depend upon the provisions herein and the exercise of the authority herein conferred.

Section 2. The Club and each of its Members shall adhere to the Code of Ethics of the American Philatelic Society (APS). (Cf. Appendix.)

Section 3. The Waltham Stamp Club and its Members shall not permit in their conduct of the Club's affairs any restrictions or limitations whatsoever based upon race, color, creed, gender, sexual orientation, national origin, disability, or employment status.

ARTICLE II

Memberships

Section 1(a). **QUALIFICATIONS.** Any person of good character, interested in Philately, may become a member of the Waltham Stamp Club, subject to the provisions of this Article.

Section 1(b). **JUNIOR MEMBERSHIP.**

1. Persons under sixteen years of age may only be admitted as Junior Members.
2. Junior Members shall have the same privileges as regular Members, except as noted in the other sections of the By-Laws.
3. Junior members may only attend club meetings and events with a parent or legal guardian present.
4. Junior Members are not required to pay dues.

Section 2. **APPLICATIONS.** Applications for admission to membership in the Club shall be in writing and in such form and under such conditions as the Executive Board shall from time to time prescribe. The applicant shall include payment of dues with the application. If dues are paid October through December payment of dues shall also cover the following year. The application shall be read at meeting after application is received and read again at the next meeting and voted upon by the Members. If an application is not accepted, the accompanying dues shall be returned to the applicant.

Section 3. DUES. The membership year shall be the calendar year. The dues shall be payable at the first meeting in January, weather permitting. A change in the annual dues shall be proposed at a Meeting. All Members shall subsequently be notified of the proposed change. Dues shall be changed by a vote of two-thirds of the Members voting thereon at the next following meeting. Such change shall become effective the following January.

Section 4. GOOD STANDING. A Member in good standing, within the meaning of that term as used in these By-Laws, is one who is not in default in the payment of dues and adheres to the current APS Code of Ethics. For purposes of this section “default” shall be non-payment of dues for more than one year.

Section 5. INACTIVE MEMBER. A Member whose dues are more than (1) year in arrears shall become inactive and shall thereby lose the vote and the right to enter lots into auction. A Member who has been inactive for more than two years shall be dropped from the roll of Members. A Member who has been dropped from the rolls may resume active membership upon re-application or by paying dues in arrears.

Section 6. RESIGNATIONS. The resignation of a Member shall be submitted to a member of the Executive Board and shall become effective within thirty days.

Section 7. EXPULSION OR SUSPENSION. Any Member may be suspended or expelled for cause at the discretion of the Executive Board. Cause shall include but not be limited to indebtedness to the club or other misconduct. Such action by the Executive Board shall be by majority vote including the affirmative votes of at least four members of the Executive Board of eight. In case of suspension, the Executive Board shall notify the suspended Member of the terms and period of the suspension.

Section 8. LIFE MEMBERSHIP. Members shall be granted membership for life upon payment of the equivalent of 20 years of annual dues at the current amount.

Section 9. HONORARY LIFE MEMBERSHIP

- 9.1. An honorary membership for life may be granted to Members that have made extraordinary contributions to the club.
- 9.2. Honorary Life Members shall have all of the privileges and obligations of regular Members, except for the payment of annual dues.
- 9.3. Candidates shall be nominated by the Executive Board and require unanimous consent at two consecutive meetings of all Members present.

ARTICLE III Meetings

Section 1. MEETINGS. The meetings of the Club shall be held at least twice each month, except for the months of July and August in which only one meeting is required. In the event the physical presence of Members is not possible due to a force majeure event, the President may contact the membership and schedule the meeting to be conducted via alternative meeting tools widely available to the membership.

Section 2. TIME. The President shall notify the membership of the meeting time.

Section 3. ORDER OF BUSINESS. If business is to be conducted, the order of business shall be as follows:

1. President's comments
2. Treasurer's Report
3. Secretary's Report
4. Reports of the Executive Board and Committees as required
5. Report concerning the welfare of Members
6. Proposals for membership
7. Election of new Members
8. Unfinished business
9. New business
10. Adjournment
11. Club Program

Section 4. QUORUM. Twenty percent (20%) of the active membership shall constitute a quorum.

Section 5. ANNUAL MEETING. The Annual Meeting shall be the first meeting of May, at which time the new slate of officers for the coming year shall be read and voted on.

ARTICLE IV Officers

Section 1. ELIGIBILITY. A Member who is in good standing and at least twenty-one years of age shall be eligible to hold any office in the Club or to serve upon any committees.

Section 2. ELECTIVE OFFICERS. The elective officers of the Club shall be President, Vice President, Secretary, Treasurer, and Auctioneer. Such officials shall serve from the time of the adjournment of the Annual Meeting to the adjournment of the Annual Meeting one year thereafter.

Section 3. THE EXECUTIVE BOARD. The Executive Board shall consist of the following:

1. President
2. Vice President
3. Treasurer

4. Secretary
5. Auctioneer
6. Immediate Past President
7. Members at Large (2)

Section 4. ELECTION. The candidates for each office shall be those presented by the nominating committee plus any nominations from the floor.

Section 5. VACANCIES. In case of vacancy in office of any of the officials of the Club, such vacancy shall be filled as follows: In the office of President, by the succession thereto of the Vice President. In any other elective office, by appointment of the Executive Board.

Section 6. REMOVAL FROM OFFICE. An elective official may be removed from office by the Executive Board, upon being found guilty by the Executive Board of misconduct, neglect, or inattention to official duty while in office. The charges may be preferred in writing by three Members in good standing or the Executive Board. The Executive Board shall first determine whether the charges are of sufficient gravity to justify a hearing thereon, and if so, notice in writing is to be served upon the official against whom the charges are made. Such determination and notice shall occur not less than ten days prior to the date fixed for the hearings. The official under charge shall be allowed to speak but not to vote. Removal by the Executive Board shall be by the affirmative votes of at least five members of the Executive Board.

ARTICLE V

Duties of Officers

Section 1. GENERAL PROVISIONS. In addition to the authority and duties conferred and imposed in this Article upon the different officials of the Club, such officials shall exercise the authority and perform the duties designated in other portions of the By-Laws.

Section 2. PRESIDENT.

- 2.1. The President shall preside at all meetings of the Club and Executive Board.
- 2.2. The President shall sign all invoices and approve all disbursements for payment of invoice or claims properly incurred by or on behalf of the Club.
- 2.3. The President shall execute on behalf of and in the name of the Club, when so authorized by the Executive Board and Members, all contracts, deeds and other legal instruments.
- 2.4. The President shall have general supervision over all officials and committees, to the end that there shall be full and complete performance by each of said officials and committees.
- 2.5. The President shall be responsible for making arrangement for the annual meeting.

Section 3. VICE PRESIDENT.

- 3.1. The Vice President shall have charge and control of the investigation and admission of Members as otherwise herein provided.
- 3.2. The Vice President shall act in the President's capacity in his absence from meetings of the Club or of the Executive Board.

Section 4. TREASURER.

- 4.1. The Treasurer shall be responsible for the custody of all securities of the Club and shall be subject to the supervision of the Executive Board.
- 4.2. The Treasurer shall sign invoices and make disbursements of the funds on invoices also signed by the President.
- 4.3. The Treasurer shall present at the annual meeting a complete statement of assets, liabilities and financial transactions of the Club, accompanied by a current bank statement.
- 4.4. The Treasurer shall maintain the membership census and issue membership cards to Members upon payment of their dues in full.
- 4.5. Account signers shall not make checks payable to themselves or to CASH.

Section 5. SECRETARY. The Secretary shall keep a record, in accurate and permanent form, of all proceedings of the Club and of the Executive Board.

Section 6. AUCTIONEER. The Auctioneer shall be responsible that all activities for conduct of each auction be properly conducted in accordance with Article VIII.

ARTICLE VI Expenditures

Section 1. DONATIONS. Each donation by the club shall be authorized by a vote of the membership.

Section 2. ANNUAL EXPENSES. The following annual expenditures shall be presented at the first meeting in the Fall by the Executive Board to the membership:

1. Space rental for Club
2. Annual banquet
3. Twice-a-year Saturday brunch
4. Expenses related to WALPEX
5. Annual holiday party
6. Any new annual expense

Section 3. EXPENDITURE APPROVAL. Any other expenditure over \$300 shall be authorized by a vote of the membership unless otherwise provided for. The Executive Board can authorize emergency expenditures, and such expenditures shall be retroactively presented to the club for a vote at the next meeting.

Section 4. SECURITY. Verification is required on all requested expenditures over \$300 if request is from an individual. Verification includes telephone, text, and/or in person communication.

ARTICLE VII
Committees

Section 1. APPOINTMENT. The President shall appoint the committee chair and members. The President may delegate this appointment responsibility to the Vice President. The President shall instruct the committee chair a set of expectations on what is to be completed and shall state a reasonable deadline.

Section 2. STANDING COMMITTEES. There shall be a standing WALPEX Committee. It shall be led by the Show Chairman and is responsible for all aspects of holding an annual show on behalf of the Club.

Section 3. ANNUAL COMMITTEES

- 3.1 An Auditing Committee consisting of two (2) Members in good standing shall be appointed by the first meeting in April. It shall audit the Treasurer's books and shall submit a report of audit at the Annual Meeting.
- 3.2 A Nominating Committee shall present a slate of candidates for all elective offices at the Annual Meeting. Members of the Nominating Committee shall be announced at the meeting prior to the election.

Section 4. SPECIAL COMMITTEES. Special committees may be appointed for special purposes. Such committees shall serve no longer than until the next Annual Meeting, unless granted continuance.

ARTICLE VIII
Auctions

Section 1. STAFF. The Auctioneer shall be assisted in running each auction by a support group. The Auctioneer may delegate any activity under Sections 2, 3, and 5 to a member of the support group.

Section 2. RECEIPT OF LOTS. The Auctioneer shall ensure that lots are entered into the auction with lot numbers, beginning no less than 30 minutes before the business meeting.

Section 3. ENTRY OF LOTS. Lots may be entered into auction by any active Member, the Spellman Museum of Stamps and Postal History, and the estate of any deceased Member. The Auctioneer may limit the number of lots entered by each Consignor. Consignors shall adequately describe each lot, including any hidden faults, and shall prominently state the opening bid. Potential bidders shall raise any question about a particular lot prior to the Auction. All lots shall be sold as is.

Section 4. CONDUCT. The Auctioneer shall call each auction.

Section 5. PAYMENTS AND RECORDKEEPING. The Auctioneer shall ensure that successful bids are recorded, each lot is delivered to the successful bidder and payment is

collected from the bidder, payment for each lot sold is made to the seller, and the Club's commission is turned over to the Treasurer.

Section 6. ORDER OF BID. The order of bid shall be by steps of 25¢ up to 75¢, of \$1 from \$1 to \$19, of \$2 from \$20 to \$48, of \$5 from \$50 to \$95, and of \$10 from \$100 up. Consignors may set any starting bid; the first raise shall be to the next higher step defined by the order of bid.

Section 7. COMMISSION. The commission to the Club shall be ten percent (10%) of the price realized by each lot. The President shall recommend any change to the commission; such change shall require an affirmative vote of two-thirds of Members voting thereon. The Spellman Museum shall be exempt from paying commission.

ARTICLE IX Amendment

Section 1. AMENDMENT PROPOSITION. Any Member in good standing may propose an amendment at a meeting. If the membership votes to refer the proposed amendment to committee the President shall convene a committee which will review the amendment and make a recommendation to the Executive Board and the Members.

Section 2. AMENMENT DISTRIBUTION. The Executive Board shall make the text of the proposed amendment(s) available at a Club meeting and by distribution to the membership and shall give notice that the amendment(s) will be voted on at the following meeting.

Section 3. AMENDMENT APPROVAL. Amendments shall be adopted by a vote of two-thirds of the Members voting thereon at the second meeting.

ARTICLE X Dissolution

In the event the Waltham Stamp Club should be dissolved, all assets, after settling all outstanding liabilities, at the time of dissolution shall be assigned to the first entity then in existence in this order:

1. Spellman Museum of Stamps and Postal History.
2. Northeast Federation of Stamp Clubs
3. American Philatelic Society

ARTICLE XI Document Dissemination

This document shall be made available to any Member who requests a copy.

APPENDIX

American Philatelic Society Code of Ethics

1. I agree to support and be governed by the Constitution and Bylaws of the APS and such amendments, resolutions, and policies as may be established.
2. I agree to abide by all federal, state, and local laws relating to philatelic matters.
3. I agree to conduct myself so as to bring no reproach or discredit to the APS, or to impair the prestige of membership therein, or to philately.
4. I agree neither to buy nor sell philatelic items of which the ownership is questionable, and to report promptly to the proper law enforcement agencies information on suspected stolen material.
5. I agree to correct promptly any error I may make in any transaction.
6. I agree to assist in the prosecution of violations, of which I have knowledge, of laws pertaining to philatelic matters, and to report promptly to the proper law enforcement agencies any such violations.
7. I agree not knowingly to sell, trade, produce, or advertise repaired, altered, or otherwise modified philatelic items unless that condition is clearly stated. I further agree not to sell, produce, or advertise counterfeit material in any form, in violation of any law.
8. I agree to fulfill all contracts made by me, either orally or written, to make prompt payments upon delivery, and to return promptly any item that is not satisfactory.
9. When exhibiting, I agree to display only material from my own collection or else to state clearly the contrary intent.
10. I agree that substitution of stamps or covers, in circuits, approval selections, auction lots, etc. is dishonest and is cause for expulsion.
11. I agree to bring known examples of irresponsible or unethical tactics to the attention of the societies in which I hold membership and which embrace this code.
12. I agree to conduct myself in accordance with accepted standards of morality and courtesy in philatelic activities not specifically cited in the code.
13. Requests for extension of time to return purchased material while awaiting expert opinion is not an acceptable reason to hold up payment for same. Prompt refund shall be from the seller should the material submitted for opinion be deemed other than as offered or described by the seller. Unless otherwise previously agreed, the seller shall also bear reasonable costs for obtaining the opinion if material is other than as offered or described. The buyer shall inform the seller immediately after receipt of any expert opinion. Requests for extension of time must be in writing.
14. I agree to read, understand, and be bound by the "terms of sale" conditions before submitting an auction bid or placing a philatelic order.
15. If I should be found guilty of unethical or unlawful conduct, the record thereof may be disclosed to other philatelic societies of which I am a member.
16. I agree that any dispute concerning philatelic transactions in which I am involved may be settled by arbitration mutually agreed upon by the parties involved.

17. I agree not to knowingly participate in any way in the advertisement, sale or trade of any philatelic material using any deceptive practices including, but not limited to, false or misleading claims of sales scarcity, value, condition or investment potential.
18. I agree that no dealer or auctioneer knowingly shall represent in any way, including, but not limited to, a prices realized report that a bona fide sale of a philatelic item at a given price has occurred when, in fact, no change of ownership did occur.