

Bylaws of the
SOUTHEAST FEDERATION OF STAMP CLUBS, INC.
(as amended through February 2005)

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 Show."

ARTICLE II: MEMBERSHIP

Section 1. QUALIFICATIONS AND ADMISSION: All organized stamp clubs, postal societies, and other philatelic organizations may seek membership in the Federation. To be eligible, a stamp club or other 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 October 1st and delinquent after December 31st of each year.

Section 3. INDIVIDUAL MEMBERSHIPS: [This section was repealed by a vote of the Board taken December 3, 1994.]

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 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 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 October 1 and ending September 30 (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 September 30.

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 days of filling the vacancy, the member unit shall notify the Federation secretary of the name and address of its new representative

Section 4. NONVOTING MEMBERS: The editor of the Federation newsletter (if not a representative from a member unit) shall serve as a nonvoting member of the Board. Additionally, the Board may invite a representative of the Stamp Dealers Association of Georgia and of other organizations to sit as nonvoting members of the Board.

Section 5. REGULAR MEETINGS: During each calendar year, the Board shall hold at least three regular meetings, one of which shall be in the final quarter of the calendar year, at which time election of Federation officers for the coming calendar year shall take place.

Section 6. 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 7. 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 8. 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 9. 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) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (c) as otherwise required by §14-3-830 of the Official Code of Georgia Annotated.

ARTICLE IV: OFFICERS, OFFICIAL REPRESENTATIVES, 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: Prior to year 2005, officers shall be elected by the Board during the final quarter of the year for a term of one year to begin January 1 of the following year and to end December 31 or until a successor shall have been elected. Beginning in 2005, the president and treasurer shall be elected in the third quarter of the year for a term of two years to begin October 1 and end September 30 two years hence, or until a successor shall have been elected. Also, for year 2005 only, the vice president and secretary shall be elected in the third quarter of that year for a term of one year to begin October 1 and to end September 30, 2006 or until a successor shall have been elected. Beginning in year 2006, the vice president and secretary shall be elected in the third quarter of the year for a term of two years to begin October 1 and end September 31 two years hence, or until a successor shall have been elected. Beginning in year 2007, and thereafter, the president and treasurer shall be elected in the third quarter of "odd" years and the vice president and secretary in "even" years, all to serve a term of two years to begin October 1 and end September 30 two years hence, or until a successor shall have been elected. 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 regular 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.

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.

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.

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. Complete and file any necessary tax returns.
- e. 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.

Section 6: STANDARD OF CONDUCT FOR OFFICERS: Each Federation officer with discretionary authority shall discharge his or her duties: (a) in a manner the officer believes in good faith to be in the best interests of the Federation; (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (c) as otherwise required by §14-3-842 of the Official Code of Georgia Annotated.

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 Show."

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 AND SUSPENSION 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.

Section 2. SUSPENSION OF BYLAWS: In extraordinary circumstances, these bylaws may be suspended by unanimous consent of the Board present and voting, providing representatives of at least three-fourths of member units are present for the vote.

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: Except as limited by Article 14 of the Georgia Nonprofit Corporation Code and the Federation's Amended Articles of Incorporation, any plan for dissolution shall provide for the discharge of all liabilities and obligations of the Federation, with any remaining assets distributed equally for charitable purposes or for purposes identical to those of the Federation among only the following founding member units: Augusta, Athens, Atlanta, Cobb, Gwinnett and Georgia Postal History, or their successors if they are member units. If no such member units are in existence at the time of dissolution, the assets will be distributed for charitable purposes, for purposes identical to those of the Federation or to a governmental entity exclusively for a public purpose.

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 December 1994.

Secretary
Southeast Federation of Stamp Clubs

Sworn to and subscribed
before me this ___ day of February, 2005.

NOTARY PUBLIC
MY COMMISSION EXPIRES: