

BYLAWS
to the
Constitution of the Houston Philatelic Society
Houston, Texas

ARTICLE I: NAME AND PURPOSE

This organization shall be known as the Houston Philatelic Society and shall hereinafter in this constitution and its bylaws be referred to as the HPS.

It shall be the purpose of the HPS to encourage the advancement of philately in all its forms by promoting philatelic knowledge, enjoyment, and fellowship.

ARTICLE II: MEMBERSHIP

Membership Applications & Dues

Application for membership is open to any interested person.

Applications will be in writing, via the current Application Form, and accompanied by payment of the annual dues. They will be processed by the Treasurer and Secretary.

Only HPS members, who have paid their dues, have the right to vote on HPS matters or participate (as a buyer or seller) in HPS auctions.

The structure of dues and of any additional classification of members will be determined by the Board.

The due date for annual membership renewals shall be January 1 of each calendar year. If dues payments are not received by April 1, the member will be dropped from HPS membership. Applicants accepted after March 31 shall pay a proportionate amount of the annual dues.

Membership Termination

Any member of the Society, for cause, may be suspended or expelled by a two-thirds majority vote of the entire Board. Such action shall only be taken after notice in writing shall have been sent to the member, together with the reasons for such action, and a date set (not less than thirty days from notification) to permit the member to respond to the notice or reasons in writing. A member of the HPS who has been expelled by the American Philatelic Society or any other nationally based philatelic society, for cause, will be liable for suspension or expulsion following these same procedures. All such meetings will be closed.

Minutes of this or any other closed Board Meeting shall remain closed or accessible to Board members only.

Meetings

Regular meeting times and places will be determined by a majority of the Board.

Special meetings of the HPS can be called by the HPS president and a majority of the Board.

Roberts' Rules of Order will govern any disagreements arising from procedures in any HPS meeting.

ARTICLE III: OFFICERS

Duties

The **President** shall be the principal executive officer of the HPS and shall, in general, supervise the business of the HPS. The President shall preside at all meetings of the members and the meetings of the Board.

In the absence and/or incapacity of the President, the **Vice President** shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions on the President. The Vice President assists the President in the performance of executive and administrative duties upon the request of the President.

The **Secretary** shall keep the minutes of the meetings of the members, and of the Board; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the HPS records; keep a register of the mailing and email addresses of each member; and, in general, perform all duties incident to the office of Secretary.

The **Treasurer** shall have charge and custody of and be responsible for all funds and securities of the HPS; receive and give receipts for monies due and payable to the HPS from any source whatsoever, and deposit all such monies in the name of the HPS in such banks, trust companies, or other depositories as shall be selected by the Board. If required by the Board the Treasurer shall provide a bond for the faithful discharge of his duties in such sum and with such surety as the Board shall determine. An audit shall be done periodically at the discretion of the Board, and when a change of Treasurer occurs. The Treasurer shall provide a 'good faith' estimated budget in November for the upcoming calendar year. The Treasurer shall make a full and complete annual financial report for the past year to the Board by February 15.

Any motion for an unbudgeted expenditure of HPS funds must be brought to the Board. Any personal expenditure for which compensation will be sought must be brought to the Treasurer and President for prior approval.

Officers shall perform such other duties as from time to time may be assigned to their office by the Board.

Terms of Office

Officers will serve one-year terms, without term limits.

[Nominations, Elections, Vacancies, Removals] (see these sections at the end of Article IV)]

ARTICLE IV: BOARD OF DIRECTORS

Duties

The Board of Directors shall be the governing body of the HPS, subject to the requirements set forth in the constitution and bylaws.

The Directors' prime responsibilities are to represent members' views and to promote the growth of the club.

Terms of Office

Directors will serve one-year terms, without term limits.

THE BOARD

Meetings

The Board shall be composed of the President, Vice President, Secretary, Treasurer, Immediate Past President, and six Directors. The President will serve as the Chairman of the Board.

All decisions by the Board require the majority of a quorum (one more than one-half of the Board members).

The President shall preside at all meetings of the Board; however, in the President's absence, the Vice President, the Secretary, and the Treasurer, in that order, shall preside.

An annual HPS Board meeting, in person only and not connected to a regular HPS meeting, will be held during the first quarter of the year.

Special meetings of the Board may be called at the discretion of the President or at the request of at least three HPS members in good standing.

Board meetings may be conducted in person, by telephone, or by electronic communication.

A notice of any meeting of the Board, and its agenda, shall be given at least seven (7) days prior to the date of said meeting to each officer and director. However, the President or a majority of the Board members may call an emergency meeting.

Managers, appointed by the Board, are responsible for supervising specific responsibilities and should be included in announcements of Board meetings. They may attend Board meetings as non-voting participants.

Attendance at Board meetings for observation purposes only is open to all HPS members unless a 2/3 majority of the Board votes to have a closed meeting.

Minutes of the meeting and any votes will be kept by the Secretary and become a part of the Secretary's records.

Quorum

A majority of the Board shall constitute a quorum for the purpose of conducting HPS business.

A member of the Board may authorize another Board member to act as a proxy in their behalf as long as said proxy appears at the meeting in person. The proxy may be authorized either in writing or by an email presented at the meeting.

NOMINATIONS AND ELECTIONS – OFFICERS AND DIRECTORS

Any Adult Member of the HPS, in good standing, may be nominated to serve as an Officer or Director of the HPS.

Nominations for Officers and Directors are made by a Nominations Committee, headed by a chairperson, appointed by the President. In addition, HPS members may nominate another member or themselves to run as an Officer or Director by notifying the Nominations Committee chairperson of their wish to do so.

Election of Officers and Directors shall take place at a meeting in November. The proposed slate of Officers and Directors shall be announced at an October meeting at least 1 month prior to the election. The deadline for additional nominations is two weeks prior to the election. The final slate shall be announced at the meeting two weeks prior to the election, and shall be emailed out to the membership.

Only Members in good standing, with dues paid, may vote.

Members must be present at the November meeting to vote, or vote by a proxy authorized either in writing or by an email presented at the meeting.

A plurality vote of those at the meeting shall elect the Officers and Directors.

If the number of candidates for an Office or for the Board of Directors exceeds that of the Nominations Committee slate, paper ballots will be handed out at the meeting and each member will cast one vote for each Officer's position and for six directors. The Nominations Committee shall count the votes at the meeting when there are paper ballots.

Officers and Directors shall serve from January 1 of the year following an election until the election and installation of their successors in office.

VACANCIES AND REMOVAL – OFFICERS AND DIRECTORS

A vacancy in an Office or on the Board of Directors shall be filled by the Board for the unexpired portion of the term of said office.

Any Officer or Director may be removed from office by the Board for not fulfilling the duties of the position or for misconduct in office. Such removal shall be only by a two-thirds majority vote of the entire number of Officers and Directors.

ARTICLE V: AMENDMENTS

These Bylaws can be amended by the affirmative vote of a majority of the Board.

Motions to amend these Bylaws can also originate from a petition submitted in writing signed by five (5) members of the HPS.

Approved by the majority vote of the HPS Board: February 24, 2023

Effective: March 11, 2023