

GERMANY PHILATELIC SOCIETY



BYLAWS

Effective August 31, 2015

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Section 1. Name

The name of this Society shall be the ***GERMANY PHILATELIC SOCIETY***, a non-profit corporation organized under the laws of the State of Illinois on August 9, 1957 (the “Society”).

Section 2. Object and Purpose

1. Object and Purpose

The object and purpose of the Society is the documentation, preservation, advancement and promotion of the stamps and postal history of Germany and its related areas through education, study, research and services.

2. Non-Profit Status

The ***Germany Philatelic Society*** is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent law.

3. Fiscal Year

The fiscal year of the Society begins September 1 and ends August 31 of the following year.

Section 3. Membership

1. Open Membership

Membership in the Society is open to all persons.

2. Application for Membership

An applicant for membership who is age 18 years or over shall provide two (2) references.

An applicant for membership who is under age 18 years must have an adult guarantor responsible for the minor’s debts and obligations as a Society member until the member reaches age 18 years. The guarantor must make this guarantee in writing at the time the minor makes application for membership. The guarantor must provide the usual membership references for him/herself.

3. Membership Report

The Membership Secretary shall designate in the official reports each applicant who is under age 18 years.

4. Membership Application: Publication and Acceptance

Before an applicant for membership is accepted, the applicant's name must be published once in the *German Postal Specialist*.

If no member objects to the applicant within one month from the date of publication (the date of mailing of the *German Postal Specialist* by its printer), the applicant shall be deemed accepted as a member.

If any member objects to the applicant within one month from the date of publication, the Executive Committee shall, within three (3) months from the date of publication, review the application and make a recommendation to the Board of Directors to accept or reject it.

A rejected applicant may petition the Board of Directors for reconsideration of his application and may submit additional pertinent information. The decision of the Board of Directors upon such reconsideration shall be final.

5. Resignation

A member may resign from the Society by written resignation submitted to the Secretary or de facto by non-payment of dues.

6. Life Member

A *Life Member* is a regular member in good standing who has paid the required fee for life membership.

Life Members shall receive the full benefits of Society membership, including receipt of the *German Postal Specialist*, during their lifetime. A *Life Member* is not required to pay dues.

The fee for life membership shall be established by the Board of Directors, and may be reviewed and changed at any time.

7. Standing

A member in good standing – within the meaning of that term as used in these Bylaws – is one who is not in default in the payment of dues or other indebtedness to the Society and against whom no charges are pending or filed.

8. Status of Membership

The Society is at all times the sole and only judge of its membership and may terminate an individual's membership at any time with or without cause provided that the member is given due process. Termination of membership, other than for non-payment of dues, requires affirmative action by both the Executive Committee and the Board of Directors.

9. Suspension and Expulsion: Cause

A member found guilty by the Board of Directors of:

- (a) failure to pay an indebtedness to the Society within the period of time fixed by the Board, or
 - (b) fraudulent or unethical conduct as a stamp collector or dealer, or
 - (c) conduct declared by the Board of Directors as unbecoming a member,
- shall be suspended for a definite period or expelled from the Society.

Any member indicted in any court of justice with a crime involving philatelic material or any felony shall be suspended by the Board of Directors pending trial, and if convicted thereof shall be expelled from the Society.

10. Suspension and Expulsion: Procedure

Charges against a member may be preferred by the Board of Directors, or by any officer, or by any member in good standing. All charges shall be in writing and must be definite and specific.

Charges shall be filed with the Society Secretary. A notice and copy of such charges shall be delivered to the member against whom they are preferred, either in person or by certified mail, not less than 45 days prior to the date fixed for a decision by the Board of Directors.

The member charged has the right to file with the Society Secretary, within 30 days of receiving notice of the charges, a written answer to them. If such an answer is filed, the Board decision shall be made no earlier than 30 days or later than 45 days after it is received, thereby providing the Board with adequate time for full consideration of the case.

Charges preferred against a member shall be investigated in such a manner as the Board of Directors deems proper. In reviewing such charges, the Board shall consider the results of all investigations and all evidence, including correspondence and other documents submitted either in support of or defense against the charges. The Board shall make its findings and conclusions in writing. The majority opinion of the Board of Directors shall prevail.

If the Board sustains the charges, it shall impose a penalty of either suspension for a definite period or expulsion. Any member found guilty by the Board of Directors of failure to pay his indebtedness to the Society within a period of time fixed by the Board shall be suspended for a definite period or expelled from the Society as herein provided. Any member found guilty by the Board of Directors of any fraudulent or unethical conduct as a stamp collector or stamp dealer shall be expelled from the Society.

The findings and decision of the Board of Directors, and the penalty imposed if the charges are sustained, shall be recorded, and a complete and separate case file shall be created and permanently preserved in the office of the Secretary. The Board of Directors shall transmit to the

Secretary, for inclusion in the permanent file, all evidence, documentation and data in its possession relating to the charges.

If no appeal is taken, the findings of the Board of Directors and penalty imposed by it shall be final.

11. Suspension and Expulsion: Appeal

A member found guilty by the Board of Directors of the charges preferred may file within 30 days with the Secretary a notice of appeal to a Review Board. The President shall thereupon appoint a Review Board comprised of no less than three members headed by the Vice President. Any member or official in good standing and not previously connected in any way to the original charges or findings shall be eligible to serve. The Secretary shall thereupon transmit to the chairman of the Review Board all evidence, documentation and other data in his possession related to the case. The appeal shall be determined by the Review Board without undue delay and shall be final.

The disposition of the case after final decision shall be published in the German Postal Specialist.

Members expelled from the Society shall not be entitled to return of dues paid.

An expelled member may be recommended for re-admission to the Society and be re-admitted to the upon affirmative action of the Board of Directors.

12. Reinstatement

A former member may make application for reinstatement. All applications for reinstatement shall be subject to review by the Secretary and the payment of both dues for the current fiscal year and any indebtedness to the Society.

If a member is reinstated, he may be assigned his former membership number only if dues for the interim period are paid in full. Any current member in good standing may, within 30 days after the publication of the reinstatement of a former member, request the Board of Directors to reconsider such reinstatement. The decision of the Board upon such reconsideration shall be final.

Section 4. Dues

1. Prescription

Membership dues shall be as prescribed by the Board of Directors.

2. *Membership Year*

The membership year shall commence September 1.

Dues are payable in advance. The full annual dues for applications received between September 1 and February 28/29 must accompany a membership application. Applications received between March 1 and August 31 must be accompanied by dues for one-half year.

3. *Non-Payment*

A person shall be dropped from membership without further notice when his/her dues are more than two months in arrears.

4. *Refund of Dues*

No membership dues refunds will be made on account of either resignation or death.

Section 5. Chapters

1. *Chapter*

Five (5) or more members of the Society who reside in the same general area may associate to form a *Chapter* of the Society. Any other philatelic organization having five (5) or more Germany Philatelic Society members may also become a *Chapter*.

An application for admission and charter as *Chapter* shall state the proposed *Chapter* name, its location, the names of the members and officers, and its proposed rules, procedures or bylaws not inconsistent with these Bylaws of the Society.

If such application is approved by the President and the Board of Directors, the applicant shall become a *Chapter* of the Society subject to the provisions of this Section.

No *Chapter* shall have either nominating or voting power.

2. *Non-Society Members*

A Chapter must, at all times, have a minimum of five members who are also members in good standing of the Society. All Chapter elective officers must be members of the Society.

Only Society members may participate in Society-related questions or issues.

Non-compliance with any requirement of this sub-section shall result in automatic suspension of the Chapter. If not remedied within 60 days after notice from the GPS President, the Chapter shall be dissolved.

The requirement in the prior Bylaws of the Society requiring all Chapter members to also be members of the Society is deleted.

3. Chapter Representative

Each Chapter shall designate either its president or its secretary, who shall be a member of the Society, as the Chapter representative in its dealings with the Society. The representative shall report all activities of the Society to the Chapter, generally supervise the recruiting of Chapter members as members of the Society, assure that all Chapter reports to the Society are timely made and forwarded to the Society Secretary, and assure compliance with all procedural requirements.

4. Chapter Fee

A *Chapter* shall pay a fee to the Society in the same amount charged regular members if it wishes to receive the *German Postal Specialist*. If the *Chapter* desires no publication, there is no fee.

5. Annual Report

Each Chapter shall file an annual report with the Society Secretary each January summarizing its prior year's activities, its plan for the new year, and a list of its members.

6. Dissolution

A Chapter may be dissolved at any time by giving notice to the Society Secretary and to the Editor for publication in the *German Postal Specialist*.

Section 6. Research and Study Groups

1. Study and Research Group Organization

Five (5) or more members of the Society who are interested in the same philatelic specialty area may associate themselves to form a *Study Group* of the Society.

An application for recognition as Study Group shall be submitted to the Society Secretary. It must state the proposed subject area, purpose and scope, the names of its director, officers and

members, its proposed rules, procedures or bylaws not inconsistent with these Bylaws of the Society, and provide for the disposition of any Study Group assets upon its dissolution.

If such application is approved by the President and the Board of Directors, the applicant shall be recognized as a Study Group of the Society subject to the provisions of this Section. Notice thereof shall be given to the Editor of the *German Postal Specialist* for publication therein.

2. Study Group Status

No *Study Group* shall have voting power in the Society.

A *Study Group* shall pay no fees and shall not receive the *German Postal Specialist*.

3. Study Group Directors and Officers

All directors and officers of a Study Group must be members in good standing of the Society.

4. Study Group Publications

Study Groups may publish regular reports, research articles and article reprints in its own bulletin and/or, with the approval of the Editor, the *German Postal Specialist*.

5. Annual Report

Each Study Group shall file an annual report with the Society Secretary each January summarizing its prior year's activities, its plan for the new year, and a list of its members.

6. Dissolution

A Study Group may be dissolved at any time by giving notice to the Society Secretary and to the Editor for publication in the *German Postal Specialist*.

A Study Group may, upon dissolution, request that its treasury or any part thereof be held by the Society for a possible new Study Group with like focus for a defined period not to exceed three years, after which the funds shall be transferred to the General Fund of the Society.

Section 7. Management

1. Elected Offices

The Society shall be managed, operated and directed by its elected officers and directors as provided and authorized by these Bylaws.

2. Eligibility for Office

Any member in good standing who is age 18 years or older is eligible to hold office in the Society.

3. Compensation

Officers (other than the Secretary-Treasurer) and Directors of the Society may not receive any compensation for services in the performance of the duties of their office, but may be reimbursed for direct expenses incurred on behalf of the Society.

4. Conflict of Interest

No Officer or Director may participate in the discussion or vote on any transaction between the Society and any person or entity in which that person has a substantial personal, professional, political or financial interest.

5. Indemnification

No officer or director shall be personally liable to the Society for damages for breach of duty except an act or omission (1) in breach of loyalty to the Society, (2) not in good faith, or a knowing violation of law, or (3) resulting in receipt of an improper personal benefit.

6. Removal from Office

Any officer or director may be removed from office or suspended for a definite period by the Board of Directors upon being found guilty by the Board of misconduct in office.

7. Vacancy

Any vacancy in an elective office, except for President, shall be filled until the next election by action of the Board of Directors.

Section 8. Officers and Executive Board

1. Officers

The three officers of the Society are: President, Vice President, Secretary-Treasurer.

2. Term

Officers shall be elected every four (4) years and serve a four-year term or until their successors are selected and take office. Candidates for President and Vice President shall run as teams.

Terms of office begin on September 1 of the year of election. All officers may succeed themselves in office, provided: The President and Vice-President shall be limited to two successive terms. In the event that nominations have not been received by March 7 of the election year to offer at least one set of candidates for the office of President and Vice President, term limits are waived for those offices in that election.

3. Executive Board

(a) The Executive Board shall consist of the President, Vice president, Secretary/Treasurer, the six members of the Board of Directors and the immediate past-President. The Board shall have full power to manage the business and affairs of the Society except as otherwise provided in these By- Laws.

(b) The day in, day out Society operations and decisions of minor importance will be handled by the Society's upper management consisting of the President, Vice President and Secretary/Treasurer.

(c) The Executive Board shall prescribe the amount of the official bonds, if any, to be executed by officers and may require bonds to be given and prescribe the amounts thereof, in case of any other office.

(d) The Executive Board may be called upon by the President, or by any three members of the Board, for the general transaction of business, or for the consideration of such special matters as may be specified in the call for consideration.

(e) The Executive Board shall have authority to define by general resolution that conduct unbecoming a member which shall be the basis for disciplinary action under Section 3.9 and 3.10.

(f) The Executive Board shall keep an accurate, complete, and permanent record of all its proceedings, which shall be permanently filed with the Secretary/Treasurer.

4. Members of the Board of Directors

The three officers shall also serve as members of the Board of Directors.

Section 9. President

1. Powers and Duties

The powers and duties of the President are:

- (a) Chair of the Board of Directors and the Executive Committee.
- (b) General supervisory powers over all matters pertaining to the Society, subject to approval of the Board of Directors or the Executive Committee when this approval is prescribed in these Bylaws.
- (c) Responsible for the general welfare of the Society. He/she shall consult with and make recommendations to the other officers and to appointees as to the conduct of their respective duties.
- (d) Perform all specific duties assigned to that officer by these Bylaws, the Board of Directors, the Executive Committee, or by vote of the Society membership.
- (e) Make all appointments required by these Bylaws and also make other appointments of individuals or special committees as deemed necessary for the good of the Society. This shall include administrative staff responsible for the management and operation of defined Society activities, benefits or programs.
- (f) Execute, on behalf of the Society, all contracts, deeds and other legal instruments except those where execution is delegated or designated to the Secretary or another officer.

2. Ex-Officio Member of Society Committees

The President shall be an ex-officio member of all Society committees.

Section 10. Vice President

1. Powers and Duties

- (a) Assists the President in the performance of his/her duties upon the request of the President.
- (b) Responsible for Society publicity.

2. Succession to Presidency

In the event of the death, disability, resignation or removal of the President, the Vice President shall succeed to that office for the balance of the former President's term or until the end of the disability.

Section 11. Secretary-Treasurer

1. Duties

The duties of the Secretary-Treasurer are:

- a) Conduct routine correspondence of the Society.
- b) Take and record minutes of the meetings of the general membership, the Board of Directors and the Executive Committee.
- c) Countersign, register and attest all legal documents signed by the President.
- d) Collect and preserve all general records and official documents of the Society except as otherwise herein provided.
- e) Receive all complaints or charges against members, develop facts and full information from available sources and submit this material to the Board of Directors for its review.
- f) Serve the Society as its Membership Secretary:
 - a. Receive membership applications, act upon applications in the manner prescribed in Section 3 of the Bylaws and admit applicants to membership.
 - b. Give notice when dues are in arrears.
 - c. Keep an accurate and up-to-date membership record.
 - d. Prepare and submit a monthly membership report for publication in the *German Postal Specialist*.
- g) Collect all dues and fees. Receive and take charge of all monies, property and securities of the Society, deposit receipts in a federally insured bank in the name of the Society and make prudent investments of Society funds, subject to review and direction by the Board of Directors.
- h) Pay all bills and obligations of the Society with Society funds.

- i) Keep proper books of account showing all receipts, disbursements and account balances.
- j) Make a full and complete annual financial report to the Board of Directors, which report shall be subject to the review and approval of the Board of Directors.
- k) Prepare, execute and file all tax returns and other documents on behalf of the Society as may be required by law.

2. Funds

The Secretary-Treasurer shall create, manage, direct investments and transactions, and dissolve various funds of the Society in keeping with the object and purpose of the Society and the principles of sound, prudent and generally accepted business, investment and accounting practices, subject to policy adopted by the Board of Directors.

The Secretary-Treasurer shall recommend to the Board of Directors the creation or dissolution of designated funds, their intent and purposes, and policy and procedures for funds, and the Board of Directors shall act on such recommendations.

Subject to the above provisions, the following funds shall be established and maintained by the Society:

(a) *General Fund*: Operating fund of the Society, comprised of dues, fees, advertising revenue, sales revenue and undesignated donations.

(b) *Life Membership Fund*: Moneys received for Life Memberships shall constitute the Life Membership Fund.

At the end of each fiscal year, a withdrawal from the principal sum of this Fund in an amount not to exceed the membership fee of one year per Life Member enrolled at the beginning of the fiscal year shall be transferred to the General Fund.

(c) *Publications Fund*: Fund financing the publications of the Society pursuant to Bylaws Section 16.

(d) *Endowment Fund*: Undesignated gifts or bequests to the Society in the amount of \$1,000 or more shall be placed in this fund, to be used as determined by the Board of Directors consistent with the purposes of the Society, but not, absent exigent circumstances, for general operations.

(e) *Trust Fund(s)*: All monies and property received from donations, contributions and bequests for specific purposes or subject to specified conditions shall be retained in separate Trust Fund(s). Trust Funds shall be used by the Board of Directors consistent with the purposes of the Society and the conditions under which they were received.

3. Audit

The Secretary-Treasurer, the President or the Board of Directors may call for an independent audit of the Society funds at any time. The auditor shall be recommended by the Secretary-Treasurer or the President and shall be approved by the Board of Directors. All costs associated with an audit shall be borne by the Society.

Section 12. Board of Directors

1. Composition and Quorum

The Board of Directors shall be comprised of ten (10) members as follows:

- Three (3) current officers of the Society
- Immediate Past President
- Six (6) directors-at-large

A quorum shall be six (6) members. A simple majority of the Board members present and voting is required to take action. Absentee or proxy voting is not permitted.

2. Terms of Office and Term Limits for Directors

Six Directors shall be elected every four years beginning in 2013 and serve a four-year term or until their successors are selected and take office.

Terms of office begin September 1 of the year of election.

Directors may serve no more than two consecutive terms, and no more than three terms in total, except: the Board of Directors, by super majority two-thirds vote, may waive this limiting provision for any individual director, subject to renewal at each election.

In the event that nominations have not been received by March 7 of the election year to offer at least one candidate for all of open Director positions, term limits are waived for those offices in that election. In recognition of their service to the Society, past Presidents may run for the Board of Directors at any time, all term limits are waived.

A director may run for an officer position at any time.

3. Chair and Secretary

The President is chair of the Board of Directors.

The Secretary-Treasurer shall serve as Secretary of the Board.

4. Duties and Responsibilities

The Board of Directors shall:

- (a) Provide guidance, direction and oversight to the administration, management and operation of the Society in keeping with its stated purpose.
- (b) Fill any vacancy in an elective office or on the Board, except for President, until the next election.
- (c) When requested by the President, advise the President on all appointees.
- (d) Approve or reject the President's appointees to the positions of Editor of the *German Postal Specialist*, Legal Counsel and any other positions as provided by these Bylaws.
- (e) Prescribe the dues of the Society pursuant to Section 4 of these Bylaws.
- (f) Approve or reject any nomination from the Awards Committee as the proposed recipient of any established major award of the Society pursuant to Bylaws Section 18 (2).
- (g) Approve or reject proposed major expenditures of Society funds. Major expenditures are defined as in excess of \$2,000.00, either item cost or project cost.
- (h) Approve or reject publications projects or publications support requests recommended by the Publications Committee.
- (i) Review annually, and audit at its discretion, all financial records of the Society.
- (j) Advise the President and the Executive Committee when it feels that an action of any officer is not in the best interest of the Society.
- (k) Upon the President's request, review proposals being considered and render an opinion which is binding on the President's final action.
- (l) Develop plans for the future growth and programs of the Society.
- (m) Remove any member of the Board of Directors who is absent without excuse approved by the Board of Directors from two consecutive regular Board meetings, and in such event agree upon a replacement director to complete the unexpired term of the director so removed.
- (n) Perform other duties as prescribed in these Bylaws.

5. Meetings

The Board of Directors shall meet during the annual convention and may meet at other times as deemed necessary by either the President, the Executive Committee or the Board.

6. Action Without Meeting

If Board action is required but it is not practical to hold a formal meeting, the President shall call for a vote by either mail or e-mail with a firm voting deadline. The participation of a quorum is required to take action. The results of the vote shall be transmitted to the Board as soon as practicable.

Section 13. Past Presidents and Advisory Board

1. Past Presidents

Upon completion of the elected term of office, each President of the Society shall be designated a "Past President." Past Presidents serve in that capacity for life, subject only to removal in case of membership lapse, resignation, conviction of a felony or for other cause as provided in these Bylaws.

2. Eligibility for Office

A Past President is eligible for any elective office, provided: A Past President is not eligible for the office of President until four (4) years after the expiration of his/her last term in that position.

3. Advisory Board

The Past Presidents collectively constitute the Advisory Board. The President or the Board of Directors may, as it deems advisable or necessary, request advice, counsel or assistance from the Advisory Board on specific questions, issues or policies being considered for the Society.

Section 14. Elections

1. Time and Call for Nominations

An election shall be held every fourth calendar year commencing in 2013.

On or before December 1 of the year preceding an election, the President shall issue a call for the nomination of officers and/or directors and prepare a Nomination and Election Calendar, both to be published in the January issue of the *German Postal Specialist*.

2. *Nomination and Election Calendar*

The Nomination and Election Calendar shall set forth the timeline for the nomination and election process, including prescribed deadlines and designated months for timely election procedures, to be published in the *German Postal Specialist*. The following is an example:

* January	Call for nominations, nominations procedure, calendar
January – February	GPS nomination forms to be completed
* April	Publish nominations, second call for nominations and endorsements
April – May	Additional nominations, endorsements by members and Chapters
May 7	Deadline for receipt of nominations and endorsements by Secretary
* June	Publish final list of candidates and endorsements
June 1	Deadline for final candidates' statements to Editor
* July	Election issue of <i>German Postal Specialist</i> , includes final candidates' statements and endorsements
July 1	Election ballots (and dues notices) distributed to members
August 3	Deadline for receipt of completed ballots
August 5	Vote count completed and certified, results posted on website
* September	Publish election results
September 1	Elected officers and directors assume office

* Published in *German Postal Specialist* issue for that month

3. Nomination Form

Any member in good standing may choose to be nominated simply by filing a Nomination Form with the Society Secretary.

This provision is intended to allow any member in good standing to nominate him/herself for any open office or director position as a unilateral act, as no chapter nomination or nomination by petition is required. Endorsements are, however, strongly encouraged (see Subsection 5 below).

The Society Secretary shall provide an approved Nomination Form to any member upon request. The form, to be completed by the nominee, shall include, but is not limited to, the following: Name, address, contact information (telephone, e-mail), GPS number, years of GPS membership, GPS activities including offices, committees, and appointed staff positions, Germany-related collecting areas and specialties, exhibiting activity and record, other philatelic affiliations, other activities and offices in organized philately (local, regional, national, international), publications, philatelic honors, a statement of the nominee's vision and objectives for the GPS, and a certificate of qualification and intent.

This form is to be completed by all nominees and must be received by the Secretary by the deadline date set forth in the Nomination and Election Calendar.

4. Publication of Candidate Statements

Each nominee must provide a brief philatelic biography, candidate's statement and personal photograph to the Editor of the *German Postal Specialist* by the deadline date set forth in the Nomination and Election Calendar. Biographies and statements are subject to editing by the Editor for considerations of length and balance.

Advertisements by Candidates are encouraged and permitted in the *Specialist* under the following conditions: The advertisement will be charged one half of the normal advertising fee for the requested space; however full payment must accompany the submitted ad copy. If payment does not accompany the copy, the ad will not be published.

All Candidate advertisements will appear on right hand pages of the *Specialist* for maximum exposure and as close to the front of the publication as possible. In the event of contested positions, the order of appearance will be randomly selected by the Editor.

5. Endorsements

Candidates may provide, directly or indirectly, member and chapter endorsements for their candidacy. Endorsements shall be sent to the Secretary and will be published. Endorsements are reflective of candidate support and are strongly encouraged.

6. *Ballots*

An official Ballot shall be prepared by the Society's Secretary containing all nominations and must include spaces indicating a choice opposite each name. No other ballot shall be valid. An official ballot shall be mailed to each member, either separately or included with the Specialist mailing and include a separate return envelope, with external removable membership verification. These shall be mailed or otherwise supplied to all members no less than 60 days prior to the election and returned to the Society's Secretary on or before the third day of September in the election year. In the event that there is a contested election for the office of Secretary, the ballots must be returned to a non-involved member appointed by the President.

7. *Tie Vote*

In the event of a tie vote for any office, or if the successful candidate for any office dies, the election shall be decided by a poll of the officers and directors then in office.

8. *Certification of Election*

The Secretary or in the case of a contested Secretary's position, the person appointed by the President, shall certify the election results and report them to the President and Board of Directors. The Editor shall publish the election results in the September issue of that election

9. *Assumption of Office*

Newly elected officers and directors take office on September 1 of the election year.

Section 15. Conventions and Meetings

1. *Annual Convention and Annual Meeting*

The Society shall hold an annual Convention each year at a time and place established by the Board of Directors, provided: The Board of Directors may cancel a Convention due to conditions making it unsuitable to have the event.

2. *Convention and Meeting Invitations*

The President shall advise the Board of Directors of all invitations to hold the Society Convention. If no suitable invitation is received for a Convention, the Board of Directors shall select a site no later than three years in advance of the date.

Section 16. Publications

1. *Publications*

The Society shall publish or support the publication of journals, books and other publications to further the purposes of the Society.

2. *Official Journal*

The *German Postal Specialist* shall be the official journal of the Society. All official notices to the members shall be published in the *German Postal Specialist*.

3. *Editors*

The President shall appoint the Editor of the *German Postal Specialist* and the editors of any other Society publications, subject to the approval of the Board of Directors.

4. *Publications Business Manager*

The Secretary-Treasurer shall act as Publications Business Manager and shall:

- (a) Administer the safekeeping, distribution and sale of Society publications.
- (b) Account for all funds received for publications.
- (c) Keep the President informed on sales and inventory.
- (d) Annually submit a detailed report of Society publications activities to the Board of Directors.

5. *Publications Committee*

There shall be a three (3) member Publications Committee comprised of:

- Editor of the *German Postal Specialist*
- Treasurer
- One member appointed by the President, subject to the approval of the Board of Directors

The President shall designate one member of the Publications Committee as chairman.

The Publications Committee shall:

- (a) Direct, organize and coordinate the Society's publications program.

(b) Review and study all proposed new publications and make recommendations concerning them, including any amount and conditions for requested financial support, for consideration by the Board of Directors.

Section 17. General Counsel

1. Appointment

The President shall appoint a qualified attorney to serve as General Counsel for the Society, subject to the approval of the Board of Directors.

2. Duties

The General Counsel of the Society shall provide legal advice and services upon request of the President, the Executive Committee or the Board of Directors.

Section 18. Awards Committee and Coordinator

1. Committee

A three-member Awards Committee shall be appointed by the President.

One member of the Awards Committee shall be designated as the *Awards Coordinator*. The *Awards Coordinator* serves as chairman of the Awards Committee and administers the Society's Awards Program.

2. Awards

The Society shall make various awards to promote the display and recognition of German philatelic material and literature at philatelic exhibitions and related events.

The Society may make major awards to both members and non-members in recognition of special service to German philately or to the Society in accordance with criteria established by the Board of Directors.

3. Awards Program

The Awards Committee shall, from time to time, make recommendations to the Board of Directors for revision of the structure and criteria of the Society's Awards Program. The Board of Directors shall review and accept, revise or reject the Award Committee's recommendation.

Section 19. Amendments

1. Proposals

Proposed amendments to these Bylaws may be submitted to the membership by the Board of Directors or by action of the membership at an annual meeting, or by petition of at least twenty-five (25) members in good standing.

2. Submittal

All proposed amendments must be submitted with proper verification to the Secretary-Treasurer at least six months prior to the vote for publication in the *German Postal Specialist*.

3. Notice

Notice of proposed amendment(s) of the Bylaws shall be provided to the membership by publication one (1) time in the *German Postal Specialist* at least ninety (90) days in advance of the vote. The notice shall include the entirety of the proposed change.

4. Voting

A ballot for voting on the proposed Bylaws amendment(s) shall be mailed to each member of the Society in good standing at least 90 days but not more than 120 days after publication of notice. The ballot shall clearly state:

Shall the (above) proposal for amending of the Bylaws of the

Germany Philatelic Society be approved?

[] *Yes* [] *No*

Arguments pro and con provided by interested members may be published in the *German Postal Specialist* or mailed with the ballot upon such conditions as the President or Board of Directors may prescribe.

No provision is made for approval of Bylaws amendments at a general membership meeting or by any means other than a mail vote that gives every member the opportunity to consider the question and cast a vote.

5. Approval Requirement

A favorable vote by two-thirds (2/3) of the members voting shall be required for the approval and adoption of a Bylaws amendment proposal.

Section 20. Dissolution of Corporation

1. Disposition of Assets

Upon the dissolution of the corporation (Germany Philatelic Society), the assets shall be distributed to one or more corporations, funds, foundations or organizations organized and operated exclusively for charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent law.

Qualifying organization(s) operated in whole or substantial part for the purpose(s) of the Society shall have preference.

2. Approval of Dissolution and Disposition Plan

Any plan, method or manner of dissolution or disposition of assets of the Germany Philatelic Society shall be subject to written approval of the Board of Directors, the President and the Executive Board.

3. Benefits to Members

No assets of the Germany Philatelic Society shall accrue to any individual Society officer, director or member in the event of the dissolution of the Society.

approved by the membership March 8, 2013.

Modified by membership vote August 31, 2015. (sections 8.2, 8.3, 12.2, 14.4, 14.6 , 14.8 , 14.9)

Membership in the Germany Philatelic Society is a privilege extended to those persons and organizations deemed worthy thereof and is not a matter of right.

Membership may be retained unless the Board of Directors determines that the conduct of a member has been such that, in the best interest of the Society, membership should be suspended or terminated.

For the guidance of its members, this *Code of Ethics* has been adopted by the Board of Directors under the authority vested in it by the Constitution and Bylaws of the Society. A breach of ethics by any member reflects, directly or indirectly, upon all other members. Such a breach shall be considered conduct prejudicial to the welfare of the Society and cause for disciplinary action by the Board of Directors.

Philatelic Code of Ethics

As a member of the Germany Philatelic Society, I agree to:

1. Support and be governed by the Constitution and Bylaws of the Germany Philatelic Society and such amendments, resolutions and policies as may be adopted or established by the Society.
2. Conduct myself so as to bring no reproach or discredit to the Germany Philatelic Society, or to impair the prestige of membership in the Society or of philately.
3. Correct promptly any error I may make in any philatelic transaction.
4. 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.
5. Read, understand and be bound by the "terms of sale" conditions before submitting an auction bid or placing a philatelic order.

6. Neither buy or sell philatelic items of which the ownership is questionable or disputed, and to report promptly to the proper law enforcement agencies information on suspected stolen material.
7. Not knowingly sell, trade, produce or advertise repaired, altered, or otherwise modified philatelic items unless that condition is clearly stated. And further, to not sell, produce or advertise counterfeit or forged material in any form without full disclosure that the material is a counterfeit or forgery, or in violation of any law.
8. Not substitute either stamps or covers in any circuits, approval selections, auction lots, or other philatelic offering or pending purchase. Substitution is dishonest and is cause for expulsion from the Society.
9. Request in writing, in advance, any extension of the time allowed for full payment of any purchased material pending its expertization. Unless otherwise previously specifically agreed by the parties, awaiting an expert opinion is not an acceptable reason to withhold, delay or defer payment for said material.

If purchased material, in the opinion of a mutually recognized expert, is deemed to be other than as offered or described by the seller, the buyer shall immediately inform the seller and the seller shall make prompt refund of the full purchase price plus reasonable costs for obtaining the expert opinion.

10. Settle by arbitration, mutually agreed upon by the parties involved, any dispute concerning philatelic transactions in which I may be involved.
11. Display only material from my own collection in any exhibit or clearly identify the ownership of any included item(s) not personally owned by me.
12. Bring known examples of irresponsible or unethical tactics to the attention of the societies in which I hold membership, and which embrace this code.

13. Assist in the prosecutions 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.

14. The disclosure to other philatelic societies of which I am a member of the record of any case in which I am found guilty of unethical or unlawful conduct.

15. Conduct myself in accordance with accepted standards of morality and courtesy in philatelic activities not specifically cited in this code.

(Adopted by the Board of Directors November 1980)

NOTE

The Code of Ethics is not part of the Bylaws of the Germany Philatelic Society. It may, however, be published in conjunction with the Bylaws as a matter of information and convenience.