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CONSTITUTION & BYLAWS
of the
WINNIPEG PHILATELIC SOCIETY
2017

ARTICLE 1: NAME

- 1.01 This organization shall be known as the **WINNIPEG PHILATELIC SOCIETY** and shall hereinafter be called the “Society” and may also be known as the **WINNIPEG STAMP CLUB**.
- 1.02 The Society shall also be known as Life Chapter 86 of the Royal Philatelic Society of Canada and Chapter 813 of the American Philatelic Society.

ARTICLE 2: OBJECTIVES

- 2.01 The objectives of the Society shall be to provide encouragement, assistance, and access to the Society’s resources in order to enhance stamp collecting as a hobby to all interested individuals.
- 2.02 To publish a bulletin to be known as “**THE BUFFALO**” to disseminate information on the subject of stamp collecting for the benefit of its members and the hobby of philately in general.
- 2.03 To provide encouragement for all age levels, from the youngest to the oldest, and to assist them in enjoying their philatelic/stamp collecting hobby.

ARTICLE 3: MEMBERSHIP

3.01 **QUALIFICATIONS**

Any person or association of good character interested in promoting the aim and purpose of the Society may apply for membership, subject to the provisions and conditions of this article.

3.02 **APPLICATION FOR MEMBERSHIP**

- i. Application for admission to membership in the Society shall be submitted upon a standard form provided for the purpose, together with the proper fees and/or dues. If application is not accepted the amount of the fees and dues accompanying the application shall be returned to the applicant.
- ii. New members shall undergo a one month (two meetings) probation period prior to receiving full membership privileges. During this period, access to circuits, library and auctions is proscribed.

3.03 **CLASSES OF MEMBERSHIP**

There shall be seven classes of membership.

1) **Honourary Life Members**

- i. Those philatelists who shall be elected from time to time by the Board of Directors of the Society, in recognizing their worthy contribution to philately in general or the Society in particular.
- ii. Based on the following criteria, as elected by the Board of Directors of the Society; Membership of 25 years or more and member's age of 70 years or more.

2) **Life Members**

Upon payment of a fee as may be determined from time to time by the Board of Directors of the Society.

3) **Regular Members**

Anyone between the ages of 18 and 65

4) **Senior Members**

65 years and over

5) **Junior Members**

Under 18 years of age

6) **Spouse**

7) **Merit Members**

- i. Merit memberships may be awarded, through Board of Directors' decision, to individuals and/or organizations for meritorious service on behalf of the Society.
- ii. Such memberships shall be exempt from membership dues but shall not receive individual membership privileges.

ARTICLE 4: FEES AND DUES

4.01 The admission fee and the annual dues shall be set by the Board of Directors of the Society and approved by the membership.

4.02 The admission fee shall accompany each new application for membership and shall be payable only once.

4.03 Annual dues shall be payable on or before the first day of each fiscal (July 1) year of the Society.

4.04 Honourary Life Members and Life Members (upon payment of stated fee as per Article 3.03, Section 2) shall be forever exempt from payment of annual dues.

ARTICLE 5: SUSPENSION OR EXPULSION

- 6.01 Any member who fails in the prompt payment of any indebtedness to the Society, or who displays conduct unbecoming of a member, or who engages in unethical or fraudulent practices, may be suspended or expelled from the Society.
- 6.02 Any member so suspended or expelled shall have the right to appeal such decision and request a hearing of his appeal by the Board of Directors.

ARTICLE 6: DELINQUENCY

- 7.01 Any member delinquent in the payment of annual dues or other indebtedness to the Society for a period greater than 90 days shall be dropped from membership and forfeit all the rights, privileges, and benefits to such membership.

ARTICLE 7: REINSTATEMENT

- 5.01 A member may become reinstated only after making application for admission to membership in the manner as set forth for new members, and by payment of the reinstatement fee as set by the Board of Directors of the Society.
- 5.02 The Board of Directors may waive reinstatement fees under circumstances involving short absences for personal reasons.

ARTICLE 8: PRIVILEGES OF MEMBERSHIP

- 8.01 Members in Classes 1 to 5 shall receive *The Buffalo* and shall be able to participate in all auctions and circuits. Class 6, a spouse of a member, shall not receive *The Buffalo*.
- 8.02 Members in Classes 1 to 6 shall have access to the Society's Library.
- 8.03 Members in Classes 1 to 6 may stand for election to any elected position or committee. (Except Class 5 where such positions would require signing of legal documents.)
- 8.04 Members in Classes 1 to 6 may be appointed to any non-executive position or committee. (Except Class 5 where such positions would require signing of legal documents.)
- 8.05 Members in Classes 1 to 6 shall be eligible to cast votes for election of officers of the Society, upon By-Laws as presented to the Annual General Meeting, and/or on any other matter presented to the members for vote.
- 8.06 Members in Classes 1 to 7 shall be able to attend any meeting or event sponsored by the Society (excepting executive meetings).

ARTICLE 9: RESPONSIBILITIES OF MEMBERSHIP

- 9.01 Members shall conduct themselves in an ethical, courteous manner in their dealings with other stamp collectors, the philatelic community, and society at large.
- 9.02 Members shall make reasonable efforts to attend all meetings, in particular the Annual General Meeting held in October of each year.

ARTICLE 10: EXECUTIVE OFFICERS

- 10.01 The executive officers of the Society shall be a President, 1st and 2nd Vice Presidents, Treasurer, Membership and Recording Secretaries.

ARTICLE 11: BOARD OF DIRECTORS

- 11.01 The Board of Directors of the Society shall consist of the Executive Officers of the Society and “Directors at Large”, hereinafter referred to as “Directors”.

ARTICLE 12: DIRECTORS AT LARGE

- 12.01 The Directors shall be limited to four (4) with two (2) to be elected in alternating years for two year terms.
- 12.02 Ex-officio members of the Board may be appointed by the Board as deemed expedient.

ARTICLE 13: DUTY OFFICERS

- 13.01 The duty officers of the Society shall be appointed by the Board of Directors and shall consist of the Editor of *The Buffalo*, Sales Circuit Managers and/or Assistants, Librarian, Auctioneer as well as any additional appointees as may be required from time to time.
- 13.02 In the absence of any duty officer, the Board of Directors and/or the duty officer involved may designate an alternate.

ARTICLE 14: TERM OF OFFICE

- 14.01 The term of office of the executive officers shall be for a period of 2 years, or until respective successors have been duly installed, and shall commence on the first day of July of the year of election.
- 14.02 The term of office of duty officers shall be for 1 year or until respective successors have been duly installed.

- 14.03 The President shall be restricted to no more than 2 consecutive terms in office. After 2 years in office, year to year as necessary.

ARTICLE 15: ELECTIONS

- 15.01 Any member in good standing, including Honourary Life Members and Life Members, shall be eligible to hold office in the Society.
- 15.02 Nominations may be made prior to or at the second meeting in April and shall be with the consent of the nominee.
- 15.03 Elections shall take place during the second meeting in May.
- 15.04 Voting shall be by ballot and shall be by paid-up members in good standing. Ballots shall be prepared and distributed by the Recording Secretary with all accepted nominated names and spaces for marking against each name.

ARTICLE 16: VACANCIES

- 16.01 In the case of a vacancy in the office of President, succession shall be by the 1st Vice President. In any other office, succession shall be by appointment of the Board of Directors.

ARTICLE 17: REMOVAL FROM OFFICE

- 17.01 Any officer(s) found to be derelict in the performance of his/her duty shall be subject to removal from office, by a two-thirds majority vote of the Board of Directors.

ARTICLE 18: DUTIES OF OFFICERS

18.01 GENERAL PROVISIONS

In addition to the authorities and duties conferred and imposed in this article upon the different officers, such officers shall perform such other duties and accept such responsibilities as may be required to satisfy the provisions of this Constitution and By-Laws and enhance the ongoing operation of the Society.

- 18.02 All Officers of the Society shall at all times be subject to the direction of the President and/or Board of Directors in the performance of their duties.

ARTICLE 19: BOARD OF DIRECTORS (DUTIES)

19.01 The Board of Directors shall:

- i. Be the governing body of the Society.
- ii. Consist of the Immediate Past President, President, First and Second Vice Presidents, Treasurer, Membership and Recording Secretaries, and the Directors.
- iii. See that the articles of this constitution and By-Laws are carried out as set down, or amend, change, or alter same as expressed or recommended by the Board and approved by a majority vote at an annual meeting.

ARTICLE 20: PRESIDENT

20.01 The President shall:

- i. Be the chief administrative officer and shall preside at all regular or special meetings of the Society, as well as meetings of the Board of Directors.
- ii. Execute, on behalf of or in the name of the Society, all legal documents and/or other contracts in consort with such other officer(s) as may be authorized by the Board of Directors.
- iii. Exercise general supervision over all officers and committees to the end that there shall be complete performance of the duties of each of said officials and/or committees.

ARTICLE 21: FIRST VICE PRESIDENT

21.01 The First Vice President shall:

- i. Be prepared to accept the position of President for the term of office as stated in this Constitution and By-Laws.
- ii. In the absence, disability, or impeachment of the President, serve as President and assume the duties of, and be invested with, the rights and privileges provided for the President.
- iii. Serve as Exhibition Committee Chairman of the Society's Annual Exhibition

ARTICLE 22: SECOND VICE PRESIDENT

22.01 The Second Vice President shall:

- i. Be prepared to accept the position of First Vice President for the term of office as stated in this Constitution and Bylaws.
- ii. Serve as program chairman for all general meetings, preparing the schedule well in advance of the dates for inclusion in the Society publication, keeping in mind that the annual meeting takes place at the first meeting in October of each year, and that the first meeting in December of each year is set aside as "Charity Auction Night".

ARTICLE 23: TREASURER

- 23.01 The Treasurer shall:
- i. Have custody of all funds of the Society and shall deposit same in the name of the Society in such bank or banks as the Board of Directors may direct.
 - ii. Keep a written or electronic record of all bank accounts, safety deposit boxes, post office boxes, etc., held in the name of the Society, with all pertinent information regarding same.
 - iii. Record and receipt all monies received and disburse such payments as are necessary to conduct the normal business of the Society.
 - iv. Keep or cause to be kept a set of books in a manner consistent with good bookkeeping practice and satisfactory to the Board of Directors of the Society.
 - v. See that all signatures for the Society are changed as required by bank(s), post office, etc., immediately upon transfer of offices.
 - vi. Report regularly or when requested to the Board of Directors of the Society all monies paid out along with necessary invoices.
 - vii. Ensure that the Society's assets are properly insured and/or safe-guarded at all times.
 - viii. Make available all books, records, and all pertinent documents for the purpose of an annual audit.
 - ix. Prepare or have prepared an annual report on all financial aspects of the Society and have same published in *The Buffalo* at least one month prior to annual meeting.
 - x. Investment of funds shall only be done through non-risk investments. This includes Bonds, Term Deposits, and Guaranteed Investment Certificates.

ARTICLE 24: MEMBERSHIP SECRETARY

- 24.01 The Membership Secretary shall:
- i. Receive and record all applications for membership.
 - ii. Issue receipts for all fees, duties, or monies of any nature received, at the time of receiving same.
 - iii. Issue a copy of this Constitution and By-Laws to all new members upon receipt of application.
 - iv. Keep a complete and accurate record of membership in the "Record Book" provided for this purpose.
 - v. Transfer all funds collected from any source to the Treasurer each month or as directed by the Board of Directors.
 - vi. Furnish, for publication in *The Buffalo*, the names of all new applicants and/or reinstated members with their collecting interests, as soon as same received.
 - vii. At the end of each Society year, file such Chapter reports as required by the national societies (RPSC and APS).
 - viii. At the first meeting of the Board of Directors, in each fiscal year, or prior to the annual meeting, present names of any members to be given life memberships as stated in Article 3, Section 3.03ii and arrange for appropriate certificate to be prepared for presentation at annual meeting.

- ix. At the end of the fiscal year, notify the Treasurer of the total amount of all membership dues paid in advance to be “carried over” for financial statement.
- x. Turn over to the Treasurer, at the end of each fiscal year, all receipt books and the “Record Book” for the annual audit of the Society.

ARTICLE 25: RECORDING SECRETARY

- 25.01 The Recording Secretary shall:
- i. Record complete and accurate minutes of the proceedings of all meetings of the Society, including number in attendance, and keep same in a book provided for this purpose, which shall be made available to any member on request.
 - ii. Provide a copy of minutes of ALL meetings of the Society to the Editor of *The Buffalo*, as soon as possible after each meeting, for publication purposes.
 - iii. Maintain the official up-to-date copy of this Constitution and By-Laws of the Society and provide Membership Secretary with copies of same, when required, for distribution to all new members.
 - iv. Make up or have made up ballots for May elections with all accepted nominated names and spaces for marking against each name.
 - v. Make available a copy of any proposed amendments to this Constitution and By-Laws, for publication in *The Buffalo* in an issue prior to annual meeting.

ARTICLE 26: EDITOR OF THE BUFFALO

- 26.01 The Editor shall:
- i. Have charge of the Society publication, *The Buffalo*, and shall be governed by such rules as the Board of Directors may from time to time determine.
 - ii. Obtain from the Recording Secretary a copy of minutes of all meetings of the Society and shall publish a resume of said minutes in the ensuing issue, in lieu of minutes being read at meetings.
 - iii. Publish all decisions made by the Board to keep members informed and up to date.
 - iv. Publish, in each issue, the programs for the upcoming meetings and/or events, with details of same.
 - v. Publish all new members’ names and collecting interests, as received, in each ensuing issue, to welcome members.
 - vi. Publish a copy of the Society’s financial statement each year prior to the annual meeting, for membership perusal and approval.
 - vii. Have as first priority of publication any pertinent happenings within the Society, and secondly, to advise the members of information on world philately not available through catalogues.
 - viii. Accept all contributions from members and use judgment in publishing such items.
 - ix. Ensure, in concert with whatever assistance as may be required, the prompt and efficient delivery of *The Buffalo* to the members.

ARTICLE 27: SALES CIRCUIT MANAGERS

- 27.01 The Sales Managers shall:
- i. Have charge of the sales of stamps of members of the Society who submit stamps to them for this purpose and shall be governed by such rules and regulations as the Board of Directors may from time to time determine.
 - ii. Have available, at all general meetings, circuit books for loan to members and shall obtain a receipt for each book loaned out, signed by the member and containing any other information he/she deems necessary for the proper keeping of records.
 - iii. Retain a commission of 10% of the sales made, plus an additional 2% insurance charge on the total sales value of all books entered in the Society Sales Circuit.
 - iv. Keep such accounts as the Board of Directors shall require and shall periodically turn over to the Treasurer, for inclusion in the general funds of the Society, all net profits realized.
 - v. Have records and books available at the time of the annual audit of the Society and/or at such times as deemed necessary.

ARTICLE 28: LIBRARIAN

- 28.01 The Librarian shall:
- i. Be in charge of all items acquired for the Society's library, and in distribution of same to members, and shall be governed by such rules and regulations as the Board of Directors may from time to time determine.
 - ii. Keep a written or electronic record of all such items and their distribution.
 - iii. Record all requests for items and loan out in order of requests.
 - iv. Keep a written or electronic record of all Society property such as exhibition stands, Plexiglas for stands, trophies, reference books, ultra violet lamps, stamp collections, or any other item purchased by or donated to the Society with all pertinent information regarding same, including where the property is located.
 - v. Have his records and books available at the time of the annual audit of the Society and/or at such times as deemed necessary.

ARTICLE 29: AUCTIONEER

- 29.01 The auctioneer shall
- i. Accept lots for auction.

ARTICLE 31: MEETINGS

- 31.01 **GENERAL MEETINGS**
General Meetings shall be held at such time and place as the Board of Directors shall determine, with the approval of the members, but not less frequently than once each month during the months of September to June inclusive.

31.02 BOARD OF DIRECTORS MEETING

- i. Board of Directors Meetings shall be called by the President, who shall determine the time, place, and purpose of such meetings.
- ii. The effective quorum for a Board of Directors meeting shall be five (5) of which two (2) must be the President, First Vice President, or Second Vice President.
- iii. There shall be a minimum of three (3) Board of Directors' meetings throughout the fiscal year of the Society.

ARTICLE 32: ANNUAL MEETING

32.01 The Annual Meeting of the Society shall be the first meeting in October of each year. The annual meeting reports shall be given, whenever possible, by those officers holding such office for the preceding year. The Order of Business, at each annual meeting, shall proceed as follows:

- i. Call to order by President, followed by the chair being turned over to Past President for previous year's reports.
- ii. Silent tribute to deceased members.
- iii. Reading and approval of minutes of the preceding annual meeting ONLY if minutes were not previously published.
- iv. Reports of officers
- v. Outgoing President's remarks.
- vi. CHAIR IS NOW RETURNED TO PRESIDENT.
- vii. Unfinished Business
 - a) Presentation of life memberships and/or tokens of appreciation.
- viii. New Business
 - a) Spring Exhibition - date and place.
 - b) Other New Business - from officers or floor of meeting.
- ix. President's remarks (optional)
- x. Adjournment

ARTICLE 33: FISCAL YEAR

33.01 The fiscal year of the Society shall be from July 1st of each calendar year to June 30th of the following year.

ARTICLE 34: AUDIT

34.01 Each year the Board of Directors may appoint an auditor(s) and shall have the books, accounts, and records of the Treasurer, Membership Secretary, Sales Circuits, and any other such department receiving or expending monies of the Society.

ARTICLE 35: SOCIETY PROPERTY

35.01 All monies, files, and books of record of the Society in the possession of any

officer of the Society shall be forthwith turned over to the Society upon the completion of term of office or at such time of leaving office before completion of term.

- 35.02 Upon request, a member(s) shall return to the Society any property of the Society in his possession.
- 35.03 No Society property, in any shape or form, may be disposed of without the consent and approval of the membership and any such proposal must first be published in *The Buffalo* and then presented to the membership at a general meeting and a vote taken.

ARTICLE 36: SOCIETY REPRESENTATION

- 36.01 The President shall represent, or appoint member(s) to represent, the Society as Chapter Representatives of the Royal Philatelic Society of Canada and the American Philatelic Society and any other national or international philatelic organization.
- 36.02 Such appointees must be members in good standing of the Winnipeg Philatelic Society and members of the national or international philatelic society or organization.
- 36.03 The representatives shall act as liaison between the Chapter and the national or international philatelic society or organization.
- 36.04 Each chapter representative shall turn over all reports and/or correspondence received to the President and/or the Board of Directors upon receipt of same.

ARTICLE 37: AMENDMENTS

- 37.01 Amendments to this constitution and its By-Laws may be proposed by any member of the Society, and shall be submitted in writing to the Recording Secretary no less than 60 days prior to the meeting at which it is to be presented to the members.
- 37.02 All proposals to amend this constitution and its By-Laws shall be published in at least one issue of the Buffalo prior to the meeting at which it is to be presented to the members and shall be presented for a vote to the members attending such meeting.
- 37.03 A two-thirds majority vote of the members present, at the meeting to which any proposed amendment(s) are submitted, shall be required for acceptance of such amendment(s).

ARTICLE 38: INTERPRETATION

38.01 In all bylaws of the Society, the singular shall include the plural, and plural the singular, and the masculine shall include the feminine.

ARTICLE 39: DISSOLUTION

39.01

- i. Shall the Society be dissolved, all non-financial assets are either to be sold to become part of the funds of the Society, or be given to charity.
- ii. All funds of the Society are to be given to Charity or other Non-Profit Organizations. The Charities and Organizations selected will require approval of a motion by two-thirds majority of votes at a general meeting, provided that at least 30 days notice is given of such a motion.

Done and Passed at the
2017 Annual Meeting of the Society held
this 5th day of October, 2017

President

Recording Secretary