

Constitution & Bylaws
of the
Winnipeg Philatelic Society

Founded October 4, 1900

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CONSTITUTION & BYLAWS
of the
WINNIPEG PHILATELIC SOCIETY
October 5, 2023

ARTICLE 1: NAME

- 1.1 The 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.
- 1.2 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

The objectives of the Society shall be to:

- I. Provide encouragement, assistance, and access to the Society's resources to enhance stamp collecting as a hobby to all interested individuals.
- II. Publish a bulletin to be known as "*The Buffalo*" to disseminate information about stamp collecting for the benefit of its members and the hobby of philately in general.
- III. 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

3.1 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.

3.2 APPLICATION FOR MEMBERSHIP

Application for admission to membership in the Society shall be submitted upon a standard form provided for that purpose, together with the proper fees and/or dues. If the application is not accepted the amount of the fees and dues accompanying the application shall be returned to the applicant.

3.3 CLASSES OF MEMBERSHIP

There shall be seven classes of membership.

1. Honorary Life Members - 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, and based on the following two criteria, 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. Merit memberships may be awarded, by the Board of Directors' decision, to individuals and/or organizations for meritorious service on behalf of the Society. Such memberships shall be exempt from membership dues but shall not receive individual membership privileges.

ARTICLE 4: FEES AND DUES

1. The annual dues shall be set by the Board of Directors of the Society and approved by the membership.
2. Annual dues for the fiscal year July 1 to June 30 and shall be payable on or before the first meeting in November.
3. Honourary Life Members and Life Members, upon payment of the stated fee as per Article 3.3, Section 2, shall be forever exempt from payment of annual dues.

ARTICLE 5: SUSPENSION AND EXPULSION

5.1 Membership in the Society is terminated when:

- i. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- ii. a member fails to maintain any qualifications for membership described in Article 3 of the Constitution and By-laws;
- iii. the member resigns by delivering a written resignation to the President of the Society in which case such resignation shall be effective on the date specified in the resignation;
- iv. the member is expelled in accordance with Article 5 or is otherwise terminated;
- v. the member's term of membership expires; or
- vi. the Society is liquidated or dissolved.

Subject to the Constitution and By-laws upon any termination of membership, the rights of the member, including any rights in the property of the Society automatically cease.

5.2 Any member who:

- i. fails in the prompt payment of any indebtedness to the Society, or
- ii. who displays conduct unbecoming of a member, or who engages in unethical or fraudulent practices, as determined by the board in its sole discretion, or
- iii. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Society, may be suspended or expelled from the Society. Such expulsion shall be effective immediately.

5.3 Any member so suspended or expelled shall have the right to appeal against the decision and request a hearing of the appeal by the Board of Directors. The board's decision shall be final and binding on a member, without any further right of appeal and the member shall be promptly informed of the decision.

5.4 Upon suspension, expulsion, or termination the former member forfeits all rights, privileges and benefits of membership as specified in article 8, which includes, for greater certainty, losing the right to participate in auctions and the right to receive *The Buffalo*.

ARTICLE 6: DELINQUENCY

Any member who has not paid their current dues by the first meeting in November or is delinquent in 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

A member may become reinstated only after applying for admission to membership in the manner as set forth for new members and will receive a new membership number.

ARTICLE 8: PRIVILEGES OF MEMBERSHIP

8.1 Members in Classes 1 to 5 shall receive *The Buffalo* and shall be able to participate in all auctions and circuits. Class 6, the spouse of a member, shall not receive *The Buffalo*.

8.2 Members in Classes 1 to 6 shall have access to the Society's Library.

8.3 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.)

8.4 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.)

8.5 Members in Classes 1 to 6 shall be eligible to cast votes for election of officers of the Society, upon changes to the Constitution and By-Laws as presented to the Annual General Meeting, and/or on any other matter presented to the members for vote.

8.6 Members in Classes 1 to 7 shall be able to attend any meeting or event sponsored by the Society (except for executive meetings).

ARTICLE 9: RESPONSIBILITIES OF MEMBERSHIP

Members shall conduct themselves in an ethical, courteous manner in their dealings with other stamp collectors, the philatelic community, and society at large.

ARTICLE 10: BOARD OF DIRECTORS

The Board of Directors of the Society shall consist of the Executive Officers (as specified in 18ii) of the Society and "Directors at Large", hereinafter referred to as "Directors."

ARTICLE 11: DIRECTORS AT LARGE

11.1 The Directors shall be limited to four (4) with two (2) to be elected in alternating years for two-year terms.

11.2 Ex-officio members of the Board may be appointed by the Board as deemed expedient.

ARTICLE 12: DUTY OFFICERS

12.1 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.

12.2 In the absence of any duty officer, the Board of Directors and/or the duty officer involved may designate an alternate officer.

ARTICLE 13: TERM OF OFFICE

13.1 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.

13.2 The term of office of duty officers shall be for 1 year or until respective successors have been duly installed.

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

ARTICLE 14: ELECTIONS

14.1 Any member in good standing, including Honourary Life Members and Life Members, shall be eligible to hold office in the Society.

14.2 Nominations may be made prior to or at the second meeting in April and shall be with the consent of the nominee.

14.3 Elections shall take place during the first meeting in May or at some other time as the members agree.

14.4 Voting shall be by ballot, or with the agreement of members present, by show of hands, and shall be by paid-up members in good standing. If required, ballots shall be prepared and distributed by the Recording Secretary with all accepted nominated names and spaces for marking against each name.

14.5 Elections shall be decided by a majority of those present.

14.6 Quorum shall be members present.

ARTICLE 15: VACANCIES

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 16: REMOVAL FROM OFFICE

Any officer found to be derelict in the performance of their duties shall be subject to removal from office, by a two-thirds majority vote of the Board of Directors.

ARTICLE 17: DUTIES OF OFFICERS

17.1 GENERAL PROVISIONS In addition to the authorities and duties conferred and imposed in this article upon 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.

17.2 All Officers of the Society shall be subject to the direction of the President and/or Board of Directors in the performance of their duties.

ARTICLE 18: BOARD OF DIRECTORS MEMBERS AND DUTIES

The Board of Directors shall:

- I. Be the governing body of the Society.
- II. Consist of the Executive Officers, who are 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 19: PRESIDENT

The President shall:

- I. Be the chief administrative officer and 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, 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 committees.

ARTICLE 20: FIRST VICE PRESIDENT

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 21: SECOND VICE PRESIDENT

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 is set aside as "Charity Auction Night".

ARTICLE 22: TREASURER

The Treasurer shall:

- i. Have custody of all funds of the Society and shall deposit same in the name of the Society in such financial institutions(s) as the Board of Directors may direct.
- ii. Keep a written or electronic record of all accounts, safety deposit boxes, post office boxes, etc., held in the name of the Society, with all pertinent information.
- 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 the 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 always insured and safe-guarded.
- 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 report on this at the annual meeting.
- x. Investment of funds shall only be done through non-risk investments. This includes bonds, term deposits, and guaranteed investment certificates.

ARTICLE 23: MEMBERSHIP SECRETARY

The Membership Secretary shall:

- i. Receive and record all applications for membership.
- ii. Issue, if required, 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 request.
- iv. Keep a complete and accurate record of membership.
- v. Transfer all funds collected from any source to the Treasurer each month or as directed by the Board of Directors.
- vi. At the end of each Society year, file such Chapter reports as required by the national societies (RPSC and APS).
- vii. 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 Section 3.3 (1) and arrange for appropriate certificate to be prepared for presentation at annual meeting.
- viii. 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.
- ix. Turn over to the Treasurer, at the end of each fiscal year, a record of all receipts.

ARTICLE 24: RECORDING SECRETARY

The Recording Secretary shall:

- i. Record complete and accurate minutes of the proceedings of all meetings of the Society, including the 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, if needed.
- 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 the annual meeting.

ARTICLE 25: EDITOR OF THE BUFFALO

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 the minutes of all meetings of the Society and shall publish a resume of said minutes in the ensuing issue, in lieu of the 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 or events, with details of the same.
- v. Have, as priority of publication, any pertinent happenings within the Society, and second, to advise the members of information on world philately not available through catalogues.
- vi. Accept all contributions from members and use judgment in publishing such items.
- vii. Ensure in concert with whatever assistance as may be required, the prompt and efficient delivery of *The Buffalo* to the members.

ARTICLE 26: SALES CIRCUIT MANAGERS

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. The manager shall obtain a receipt for each book loaned out, signed by the member, and containing any other information 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 them 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 27: LIBRARIAN

The Librarian shall:

- i. Have 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, ultraviolet 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 records and books available at the time of the annual audit of the Society and/or at such times as deemed necessary.

ARTICLE 28: AUCTIONEER

The auctioneer shall accept lots for auction.

ARTICLE 29: MEETINGS

29.1 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.

29.2 BOARD OF DIRECTORS MEETINGS

- i. Board of Directors meetings shall be called by the President, who shall determine the time, place, and purpose of such meetings.
- ii. 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.

ARTICLE 30: ANNUAL MEETING

30.1 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 the 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. The chair is now returned to president.
- vii. Unfinished Business
- viii. Presentation of life memberships and/or tokens of appreciation.
- ix. New Business
 - a) Spring Exhibition - date and place.
 - b) Other New Business - from officers or floor of meeting.
- x. President's remarks (optional)
- xi. Adjournment

30.2 Matters shall be decided by a majority of those present.

30.3 Quorum shall be members present.

ARTICLE 31: FISCAL YEAR

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

ARTICLE 32: AUDIT

Each year the Board of Directors may appoint an auditor(s) and shall have audited 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 33: SOCIETY PROPERTY

33.1 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.

33.2 Upon request, a member(s) shall return to the Society any property of the Society in their possession.

33.3 No Society property 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 34: SOCIETY REPRESENTATION

34.1 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.

34.2 Such appointees must be members in good standing of the Winnipeg Philatelic Society and members of the national or international philatelic society or organization.

34.3 The representatives shall act as liaison between the Chapter and the national or international philatelic society or organization.

34.4 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 35: AMENDMENTS

35.1 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.

35.2 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.

35.3 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 36: INVALIDITY OF ANY PROVISIONS OF THE CONSTITUTION AND BYLAWS

The invalidity or unenforceability of any provision of this constitution and by-laws shall not affect the validity or enforceability of the remaining provisions.

ARTICLE 37: OMISSIONS AND ERRORS

The accidental omission to give any notice to any member, director, officer, member of a committee of the board, or the non-receipt of any notice by any such person where the Society has provided notice in accordance with the Constitution and by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

ARTICLE 38: ONGOING DISRUPTION TO SOCIETY ACTIVITIES

In the event of major disruption to Society activities, all functions and duties of the Society, its Officers and Board shall be done in good faith until normal activities can resume.

ARTICLE 39: INTERPRETATION

In the Constitution and Bylaws of the Society, the singular shall include the plural, and plural the singular.

ARTICLE 40: DISSOLUTION

Should 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. All funds of the Society are to be given to a Registered Charity or other Non-Profit Organization. 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 2023 Annual Meeting of the Society
held this 5th day of October 2023

President