

BYLAWS OF THE FEDERATED PHILATELIC CLUBS OF SOUTHERN CALIFORNIA
Dated October 14, 2018

These Bylaws update and totally replace the Bylaws originally approved on October 15, 1988, including any and all amendments thereto.

ARTICLE I: MEMBERSHIP AND BOARD OF DIRECTORS

A. DEFINITIONS

Throughout these Bylaws, the following shall apply:

- a. "Federation" refers to the "Federated Philatelic Clubs of Southern California."
- b. "Executive Board" refers to the Federation's "Executive Board of Directors."
- c. "Club" refers to an organized Philatelic Club affiliated with the Federation.
- d. "SESCAL" is the Stamp Exhibition of Southern California sponsored by the Federation.
- e. "Mail" shall be understood to mean "either USPS mail or e-mail."
- f. "Address" shall be understood to mean "either postal or e-mail address."
- g. Non-Gender Specific: The word Chairman shall be understood to mean Chairperson, "he" to mean "he or she," and similarly for other titles, pronouns, and adjectives.

B. PHILATELIC CLUB AFFILIATION

All organized philatelic clubs of Southern California may affiliate with the Federated Philatelic Clubs of Southern California after approval by the Executive Board. Club affiliation applications shall be submitted on the appropriate form found on the Federation website, and must include the names and addresses of all officers. The application is accepted on approval by a majority of the Executive Board.

Annual Club affiliation dues must be paid by April 1 (see Article VI, Section A). Clubs with unpaid dues by June 1 may be suspended or dropped by the Executive Board.

Club affiliation may be suspended or cancelled for cause, including but not limited to theft, deceit, or unlawful practice including discrimination, by a vote of 60% of eligible voters participating in a Federation meeting.

C. FEDERATION MEMBERSHIP

Federation membership shall consist of all elected officers of the Federation, all past Presidents of the Federation if still active members of a Club, and the President or Official Representative of each Club.

D. EXECUTIVE BOARD OF DIRECTORS

The Executive Board of Directors shall consist of the President, immediate Past President (if available), Vice-President, Secretary, and Treasurer. The Executive Board should consist of five people. If officer vacancies have made this number less than five, the President may appoint Directors-At-Large to fill the vacancies on the Executive Board.

ARTICLE II: MEETINGS

A. REGULAR MEETINGS

The Federation shall hold at least one regular meeting during each calendar year as determined by the President. An election shall be held at a regular meeting called by the President in each odd-numbered year. Notice of each meeting shall be mailed to all members at their last recorded address not less than two weeks prior to the date of the meeting. Regular meetings are open to all Federation members as well as members and guests of Clubs.

B. SPECIAL MEETINGS

Special meetings may be called by the President, or by written request of fifty-one percent of the Clubs. Notice of each special meeting shall be mailed to all members at their last recorded address not less than two weeks prior to the date of the special meeting. Special meetings are open to all Federation members as well as members and guests of Clubs.

C. PARTICIPATION

Participation at all Federation meetings shall be in person unless the President approves additional participation by phone, teleconference, web-based meeting or other electronic method as detailed in the meeting notice. In no case, shall a Federation meeting carry on the business of the Federation without a quorum (see Section D below).

Similarly, the Executive Board may meet by electronic means outlined above as prescribed by the President.

D. QUORUM

A quorum for all Federation meetings shall consist of a minimum of two officers and of voting club members representing at least thirty percent of the Clubs.

A quorum of the Executive Board shall consist of a majority (more than 50%) of the members on the Executive Board.

E. VOTING

Each Club shall have one vote at a Federation meeting. The Club President, if present, shall vote for the Club. In the absence of the President of a Club, the Official Representative of that Club, so designated in writing by the President or the Secretary of that Club at or prior to the meeting, shall be entitled to vote for that Club. An individual may represent more than one Club and consequently have more than one vote.

ARTICLE III: OFFICERS – ELECTIONS

A. OFFICERS

The elected officers of the Federation shall be a President, a Vice-President, a Secretary, and a Treasurer. Their election shall take place at a regular Federation meeting in odd-numbered years. The ballot for the election shall be prepared by the Nomination Committee appointed by the President (see Article V, Section B below).

B. QUALIFICATIONS

Nominees for Vice-President, Secretary and Treasurer must be a member in good standing of a Club and have the necessary qualifications to fulfill the duties of the office.

Nominees for President must, in addition to the above, have served a full two-year term as a member of the Executive Board.

Directors-at-Large on the Executive Board appointed by the President must not be related by blood or marriage to the President.

C. VACANCIES

To fill a vacant office (Vice-President, Secretary, Treasurer), an interim officer shall be appointed by, and serve at the will of, the President until the next election. An interim officer must be confirmed in his position by majority vote at a Federation meeting within six months of his appointment. Notice of this Federation meeting shall be sent to all Federation members at least two weeks prior to the meeting.

Should the President resign or be unable to fulfill his duties, the Vice President shall assume the office of the President for the remainder of the current term.

D. TERM OF OFFICE

An elected officer's term starts on January 1 following his election and ends when his successor takes office, normally after two calendar years. An elected officer may be re-elected for a second consecutive term but shall not be eligible to be elected for further consecutive terms for the same office unless specifically authorized by a majority vote at a Federation meeting.

The Directors-at-large on the Executive Board may be dismissed by the President at any time with two-weeks' notice.

E. COMPENSATION

No elected or appointed officer shall receive any compensation for services performed for or on behalf of the Federation, except for reimbursement for administrative expenses.

ARTICLE IV: DUTIES OF OFFICERS AND EXECUTIVE BOARD

A. PRESIDENT

The President has general supervisory powers over all matters concerning the Federation. The President shall preside at all meetings and shall be responsible to the Federation. He shall promote the purposes of the Federation as directed by the Articles of Incorporation. He shall be the representative of the Federation and shall carry out the instructions of the Executive Board.

The President shall appoint

- a. The General Chairman of the SESCAL committee (see Article V, Section A).
- b. The members of the Nominating Committee two months before the biennial election (see Article V, Section B).
- c. The members of the Audit Committee two months before the end of the President's term of office (see Article V, Section C).
- d. The Editor of the Publication Committee (see Article V, Section D).
- e. The members of the Federation Award Committee (see Article V, Section E).
- f. Interim officers to fill vacant positions (see Article III, Section C).
- g. Directors At Large as needed to complete Executive Board membership (see Article I, Section D).
- h. Special Committees and their members as he deems necessary (see Article V, Section F).

He may authorize withdrawals of Federation funds in the manner provided in Article VI of these Bylaws and shall cause to be presented any report of Federation activity as authorized, or as instructed by the Executive Board. He shall serve as ex-officio member of all committees.

B. VICE-PRESIDENT

The Vice-President shall act in the absence or incapacity of the President and shall succeed automatically in the event of resignation or permanent inability of the President to serve. He shall assist the President as directed and may serve as ex-officio member of any committee.

C. SECRETARY

The Secretary shall have custody of the Federation documents, Bylaws and other records and shall keep the minutes of all Federation and Executive Board meetings; prepare and mail all official notices; and perform other duties as prescribed by the President or the Executive Board. He shall maintain a current record, showing names and titles of all qualified voters, and shall be prepared to produce such information at all meetings, or upon request of the President. He will maintain records of applications, admissions, resignations, suspensions, expulsions, drops and reinstatements, and shall prepare any non-financial statements or forms required by any government entity. Any funds collected in the name of the Federation or a Federation Committee shall be turned over to the Treasurer. Upon election of his successor, he shall transmit all Federation records to the newly elected Secretary.

D. TREASURER

The Treasurer shall have charge of all funds and account for (keep a record of) all other personal property of the Federation. He shall disburse all funds as directed in Article VI of these Bylaws and shall assist the President as directed. In addition to maintaining the financial records of the Federation, the Treasurer will maintain separate accounting for SESCAL and prepare profit-and-loss statements for the show(s). He is also responsible for preparation of any financial reports, including tax filings, required by any government entity. The Treasurer shall make all records available to the Audit Committee, and assist it as requested. Upon election of his successor, he shall transmit all records of this office to the newly elected Treasurer.

E. EXECUTIVE BOARD

The Executive Board shall assist the President in conducting the day-to-day activities of the Federation in matters that do not require full Federation approval. They may approve expenditures, drop clubs with unpaid dues (Article I, Section B) and authorize check or payment signatures (Article VI, Section B). They are responsible for monitoring the financial transactions of the Federation and reviewing expenditures prior to the detailed review by the Audit Committee (Article V, Section C).

ARTICLE V: COMMITTEES

A. SESCAL COMMITTEE

The SESCAL Committee shall staff and operate, on behalf of the Federation, all Federation-sponsored stamp shows. The President shall appoint a General Chairman, subject to confirmation by the Executive Board. The nominee shall exercise all powers of the General Chairman even prior to confirmation. The General Chairman shall select all other members of the SESCAL Committee and shall be responsible for all matters pertaining to SESCAL. The General Chairman may be removed from the position by a majority vote of the Executive Board.

B. NOMINATING COMMITTEE

The Nominating Committee shall consist of three individuals who are members of a Federation Club appointed by the President as directed in Article III, Section A, of these Bylaws. The Committee shall solicit nominees for all officers from the Federation membership by mail or Federation publication(s). Nominees may be submitted by Clubs via mail. The Committee shall obtain statements of qualifications from prospective nominees and verify such qualifications. The Committee shall nominate all qualified members for the offices of President, Vice-President, Secretary, and Treasurer. A ballot prepared by the Committee shall be submitted in writing to all Federation members not less than two weeks prior to the election meeting.

C. AUDIT COMMITTEE

The Audit Committee shall consist of three qualified members appointed by the President not less than two months prior to the end of the President's current term of office. This Committee shall audit all financial records of the Federation including the SESCAL Committee after the last official audit and shall, insofar as possible, verify the inventory of all property of the Federation.

D. PUBLICATION COMMITTEE

The Publication Committee shall consist of an Editor (and optionally other members) appointed by the President. This Committee shall be responsible for writing, editing, circulating and managing operations and expenses of all Federation publications, including newsletter(s) and website(s). All appointments to the Committee are subject to confirmation by the Executive Board.

E. FEDERATION AWARD COMMITTEE

The Federation Award Committee shall consist of three members appointed by the President. Such members may not be members of the Executive Board. If deemed meritorious, this Committee shall select a member of a Federation club who has made a valuable contribution to the advancement and enrichment of philately, to be the recipient of the Federation Award. The award, when granted, shall be presented at the next SESCAL Awards Ceremony.

F. SPECIAL COMMITTEES

Special committees may be appointed from time to time by the President, either to serve organization needs of the Federation or to enhance its role as a vital factor in philatelic activity in Southern California.

ARTICLE VI: FINANCES

- A.** The Federation operates on the calendar year. Annual dues for the current year must be received from Clubs by April first. The annual dues amount may be changed by the Executive Board and such change is effective the January first following notification to all Clubs. The dues for each Club shall be the same.
- B.** All expenditures must be for the purposes of the Federation. The President may authorize expenditures and/or contracts not to exceed \$2,000. Amounts more than this must be authorized by a majority vote of the Executive Board.
- C.** Payment of Federation expenses shall be made only for expense and asset items benefitting the Federation and consistent with the purposes and policies as set forth in the ARTICLES OF INCORPORATION and these Bylaws. Four signatures, which must include those of the Treasurer and President, are authorized for purposes of making disbursements. Each and every Federation check shall require two of the four authorized signatures. Individuals making authorized payments for legitimate Federation or committee expenses shall be reimbursed by the Federation.

ARTICLE VII: RULES OF ORDER

- A.** Meetings shall be conducted by the President so as to maintain order. He may call for the use of Robert's Rules of Order as needed. Reading of the minutes of the previous meeting is necessary only if a Club member specifically requests it.

ARTICLE VIII: AMENDMENTS

- A.** These Bylaws may be amended at any Federation meeting via mail, or via telephone with confirmation by mail by a two-thirds vote of the voting members present or participating in the vote if these voting members represent a quorum. A copy of the proposed Bylaws change(s) shall be distributed by mail to all Federation members at their last recorded address not less than thirty days prior to the meeting at which such amendment(s) is to be presented for adoption. After adoption, a copy of the amended Bylaw(s) shall be sent to each Club and published in an active Federation publication.

Approved October 14, 2018 by vote of the Federation.

__Jonn Weigle, President_____

John Weigle, President

Bylaws Revision Committee:

__Edwin Kawasaki_____

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