

# ***American Topical Association Bylaws***

Adopted November 1, 2007

## **ARTICLE I. Purposes**

The purposes of the American Topical Association shall be to promote topical stamp collecting by using philately as an educational aid for the broader appreciation of history, culture, and human events; by encouragement of research and study of topical stamp collecting; by providing for the exchange of ideas among members worldwide; by the development, publication, and distribution of books, monographs, checklists, bibliographies, audio-visual aids, and other educational material to advance topical stamp collecting; by arranging for, holding, or participating in philatelic exhibitions; by assisting members or their heirs in acquiring and disposing of philatelic and related material without profit to the Association; and by cooperating with governmental agencies and private organizations toward the accomplishment of the aforesaid purposes. The Association shall be vested with all powers permitted a nonprofit corporation subject to the Statutes of the State of Wisconsin and of the United States of America consistent with the Articles of Incorporation and these Bylaws, provided that the Association shall not carry on any activities not permitted an organization exempt from income taxation pursuant to Section 501(c)(3) of the United States Internal Revenue Codes as amended.

## **ARTICLE II. Membership**

Section 1. Qualifications. Any person of good character and interested in topical stamp collecting may become a member of the American Topical Association subject to the provisions of these Bylaws and to the rules and regulations which may be promulgated from time to time by the Board of Directors.

Section 2. Membership Classifications. Membership in the Association shall be unlimited as to number and shall include the following classifications:

2.1 Regular Member: Those persons whose applications have been approved by the Association, who have paid their membership dues, and who remain in good standing.

2.2 Family Member: An immediate relative of a Regular Member in good standing who resides at the same address as the Regular Member. Such a member shall have all the rights, privileges, and responsibilities of a Regular Member, with the exception that a Family Member shall not receive Topical Time.

2.3 Life Member: Any Regular Member in good standing and not under suspension or disciplinary proceeding who has qualified as a Life Member by payment of a fixed fee for such membership, as may be established from time to time by the Board of Directors, during a time when applications for Life Membership are being accepted. Life Members shall not be required to pay annual dues, and shall have all rights, privileges, and responsibilities of a Regular Member.

2.4 Honorary Member: Honorary membership may be conferred upon individuals at the discretion of the Board of Directors for outstanding or meritorious achievement in the field of topical stamp collecting or for extraordinary activities

benefitting the Association. Honorary Members shall not be required to pay annual dues and shall have all the rights, privileges, and responsibilities of a Regular Member.

2.5 Associate Member: Any person accepted by the Association with less than full status of a Regular Member. Rights, privileges, and benefits of Associate Members are determined by the Board of Directors, except that they cannot vote in Association business meetings or elections, cannot hold office, and shall not receive Topical Time.

2.6 Other Classes: The Board of Directors may establish the fees and qualifications for other classes of members.

Section 3. Application for Member-ship. Application for admission to membership in the Association shall be made in writing to the Executive Director in such form as the Board of Directors shall prescribe.

Section 4. Dues. Membership dues shall be established by the Board of Directors and such dues must accompany the application for membership except as otherwise established by the Board of Directors.

Section 5. Privileges of Membership. All members, regardless of classification, may have the same rights and privileges as prescribed by these Bylaws. 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 Association, and against whom no charges are pending.

Section 6. Resignation and Expulsion. The resignation of a Regular, Family, Life, or Honorary member shall become effective immediately upon written notice to the Executive Director. If a member is in arrears in the payment of dues or other indebtedness to the Association for a period to be determined by the Board of Directors, and after having been given due warning of the delinquent status, the member shall be dropped from membership. Any member for cause including, but not limited to, violation of the Philatelic Code of Ethics, may be suspended or expelled by a two-thirds vote of all members of the Board of Directors.

Section 7. Reinstatement. Any former Regular, Family, Life, or Honorary member may make application for reinstatement. If cancellation of membership was by resignation, reinstatement shall be automatic. If cancellation of membership was due to delinquent payment of indebtedness to the Association, other than payment of dues, such indebtedness must be fully paid before the member can be reinstated. If the member was expelled for cause, reinstatement shall require a two-thirds affirmative vote of all members of the Board of Directors.

### **ARTICLE III. Officers and Board of Directors**

Section 1. Officers. The officers of the Association shall be a President, a First Vice President, a Second Vice President, a Secretary, a Treasurer, and not less than four nor more than eight Directors. These officers shall perform the duties prescribed by these Bylaws and the parliamentary authority adopted by the Association.

Section 2. Board of Directors. The Board of Directors shall include not less than nine nor more than thirteen persons as defined in Article III, Section 1. The Board of Directors shall be responsible for the general supervision and management of the Association and its activities including, but not limited to, the specific duties and authority vested in these Bylaws. The Board of Directors shall have the authority which

from time to time is imposed on or recognized by law as being applicable to a nonprofit corporation, and specifically may on behalf of the Association take or hold by gift, grant, devise, or bequest in their own right or in trust for any purpose consistent with the purpose of the Association, but no dividends nor pecuniary profits may accrue to the benefit of the Association elected officers or members.

Section 3. Eligibility. Any Regular, Family, Life, or Honorary member of the Association in good standing shall be eligible to hold any office or to serve on any committee, except that a member who is delinquent in dues, or in the payment of indebtedness to the Association, or against whom charges are pending, shall be ineligible. Any officer may be removed from office, with or without cause, at any time by a two-thirds affirmative vote of all members of the Board of Directors who shall have the right to fill any vacancy whether by resignation, death, or expulsion until the next biennial election, except that succession to the office of President shall be filled by the First Vice President, then by the Second Vice President, and then by the Board of Directors until the next biennial election.

Section 4. Election. The officers of the Association shall be elected by a mail ballot of the entire Regular, Family, Life, and Honorary membership for two-year terms with elections held biennially as prescribed by the Board of Directors. The terms of office shall commence at the conclusion of the Association's annual meeting on an even numbered year and shall continue to the conclusion of the Association's annual meeting at the next even numbered year, or until their successor is duly elected. Nominations may be made by an Association Chapter or by ten Regular, Family, Life, and Honorary members in good standing submitted in writing to the Executive Director accompanied by evidence that nominees, if elected, are willing to discharge the duties of their respective offices, and in the case of the President, attend the annual meeting in the year of election as well as the years serving in that office regardless of the location of the annual meetings. Nominations must be received by the Executive Director in such form and by such date as the Board of Directors may prescribe. Ballots shall be published in Topical Time or mailed separately to each Regular, Family, Life, and Honorary member in good standing no less than ninety days prior to the annual meeting. Ballots must be returned to the chairman of the Committee of Canvassers so that they can be certified not less than fourteen days prior to the annual meeting. A plurality of all votes cast shall be required for election. If no candidate received a plurality for any given office, the election shall be decided by a majority of Regular, Family, Life, and Honorary members attending the annual meeting, or if there is no annual meeting a second ballot shall be published in Topical Time.

Section 5. President. The President shall serve as chairman of the Board of Directors; shall preside at all meetings of the Association and Board of Directors; shall appoint all committees with the approval of the Board of Directors; and shall serve as ex-officio member of all such committees.

Section 6. First Vice President. The First Vice President shall in the absence or incapacity of the President preside at all meetings of the Association and the Board of Directors; shall in the event of permanent incapacity, death, resignation, or expulsion of

the President assume the unexpired term of the President; and shall perform such other duties as the President and/or the Board of Directors may prescribe.

Section 7. Second Vice President. The Second Vice President shall in the absence or incapacity of the President and the First Vice President preside at all meetings of the Association and the Board of Directors; shall in the event of permanent incapacity, death, resignation or expulsion of both the President and First Vice President assume the unexpired term of the President; and shall perform such other duties as the President and/or the Board of Directors may prescribe.

Section 8. Secretary. The Secretary shall keep minutes of all meetings of the Association and the Board of Directors transmitting such minutes to the Executive Director within sixty days of each meeting; shall formally request reports of all committee chairmen not less than sixty days prior to each annual meeting; and shall perform such other duties as the President and/or the Board of Directors may prescribe.

Section 9. Treasurer. The Treasurer shall be responsible for the custody of all securities and funds of the Association subject to the supervision of the Board of Directors; and shall present to each annual meeting a complete financial report of the Association.

Section 10. Directors. Each of the Directors shall serve as a member of the Board of Directors with such other duties as the President and/or the Board of Directors may prescribe.

Section 11. Executive Director. The Executive Director shall be a member of the Association, employed by the Association on such terms, conditions, and term of service as are approved by the Board of Directors, or appointed by an independent contractor engaged by the Board of Directors to provide management services as defined herein. The Executive Director shall be in charge of the central office of the Association and shall be responsible to the President and the Board of Directors for its proper management including the collection and preservation of all general records and official documents of the Association except as otherwise herein provided; have custody of the seal, keep the records of members, and issue all membership documents; send out the annual membership statements for dues; collect all funds and deposit them in a bank or banks to the account of the Association; approve all disbursements in cooperation with the Treasurer and in accordance with the procedures developed by the Board of Directors; conduct all correspondence as required; handle the production and distribution of all Association publications and other material; and perform such other duties as the President and/or Board of Directors may prescribe.

#### **ARTICLE IV. Meetings**

Section 1. Annual Meeting. The annual meeting of the Association shall be held in conjunction with an all-topical philatelic exhibition — hereinafter referred to as National Topical Stamp Show — the site and dates of which shall be determined by the Board of Directors. In the event that a National Topical Stamp Show is not held, the annual meeting will be held at such time and place as the Board of Directors shall determine. The annual meeting shall receive reports of all officers and committees and shall conduct such business as may come before it. The official call for an annual meeting shall be published in Topical Time not less than ninety days prior to such a

meeting. A quorum shall consist of the Regular, Family, Life, and Honorary members in good standing in attendance. Each Regular, Family, Life, and Honorary member attending an annual meeting shall be entitled to one vote on each matter that is submitted for action, and votes shall be cast only by members present. Absentee or proxy votes shall not be permitted, except that voting by mail to all Regular, Family, Life, and Honorary members in good standing shall be permitted with procedures prescribed by the Board of Directors.

Section 2. Board of Directors. The Board of Directors shall meet within forty-eight hours prior to each annual meeting, and at such other times as may be determined by the President or by written request of at least three members of the Board of Directors. Notice of all such meetings shall be made to all members of the Board of Directors not less than sixty days in advance of a meeting, except that one or more additional meetings at the Association annual meeting can be called by a majority of those attending the preceding meeting of the Board of Directors. A quorum shall consist of more than one-half of the elected members of the Board of Directors, but business may be conducted by mail or by telecommunications.

#### **ARTICLE V. Committees**

Section 1. Standing Committees. Subject to the approval of the Board of Directors, the President shall appoint a Committee of Canvassers, and may appoint the following standing committees to consist of as many persons as are determined appropriate.

- 1.1 Advisory
- 1.2 Biography Service
- 1.3 Chapters
- 1.4 Claims
- 1.5 Convention-Exhibition
- 1.6 Distinguished Topical Philatelists
- 1.7 Heirs and Estates
- 1.8 Information Service
- 1.9 Judges Accreditation
- 1.10 Publications
- 1.11 Public Relations
- 1.12 Audio-Visuals
- 1.13 Topical Awards
- 1.14 Translation Service
- 1.15 Units
- 1.16 Youth

Section 2. Quorum and Tenure. The quorum for meetings of any committee shall be those attending with the President serving as an ex-officio member. Committee business may be conducted by mail or by telecommunications. Tenure of all committees shall be the term for which officers of the Association are elected or until the committee is discharged, except that any committee member may be removed from an appointment at anytime, with or without cause, by a two-thirds affirmative vote of all members of the Board of Directors. Additional committees, as well as such positions as

librarian and historian, may be appointed at the discretion of the President with the approval of the Board of Directors.

#### **ARTICLE VI. Official Publication**

Section 1. Topical Time. The official publication of the Association shall be TOPICAL TIME, and any notice appearing in Topical Time shall be considered an official notification of the entire membership. All income from the publication of Topical Time shall accrue to the Association.

Section 2. Editor. Upon nomination by the Executive Director, the President shall with the approval of the Board of Directors appoint the Editor of Topical Time for such period of time as mutually agreed upon.

#### **ARTICLE VII. Chapters**

Section 1. Organization. Local, regional, or national stamp clubs may associate themselves with the Association as a Chapter fulfilling qualifications determined by the Board of Directors. Application for admission as a Chapter shall be made in writing to the Director of Chapters on such form as the Board of Directors may prescribe.

Section 2. Dues, Reports and Representatives. Each Chapter shall pay dues as determined by the Board of Directors, and such dues shall accompany the application. Each Chapter shall submit an annual report to the Director of Chapters, or in the absence of a Director of Chapters to the Executive Director, and each Chapter shall designate a representative of the Chapter as the official Association contact.

#### **ARTICLE VIII. Units**

Section 1. Organization. Study groups devoted to the research and dissemination on any specific aspect of topical stamp collecting may affiliate with the Association as a Unit by fulfilling qualifications determined by the Board of Directors. Application for admission as a Unit shall be made in writing to the Director of Units on such form as the Board of Directors may prescribe.

Section 2. Reports and Representatives. Dues to the Association, if any, shall be paid as determined by the Board of Directors. Each Unit shall submit one copy of each publication and an annual report to the Director of Units, or in the absence of a Director of Units, to the Executive Director, and shall designate a representative of the Unit as the official Association contact.

#### **ARTICLE IX. Parliamentary Authority and Precedence**

Section 1. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order shall govern this Association, the Board of Directors, Committees, Chapters, and Units in all cases where they are applicable.

Section 2. Precedence. In any case of conflict between these Bylaws and any other bylaws, parliamentary authority, or rules and procedures of any affiliate, these Bylaws shall prevail. All such apparent conflicts shall be resolved by the Board of Directors.

#### **ARTICLE X. Amendments**

Section 1. Methods. The Bylaws of the American Topical Association may be amended by the Board of Directors or by mail ballot to all Regular, Family, Life, and Honorary members.

Section 2. Procedure. The Board of Directors shall prescribe the procedures for amending these Bylaws except that it shall be required that notice of any proposed amendments shall be submitted in writing not less than ninety days prior to any such vote and two-thirds affirmative vote of all members of the Board of Directors or a two-thirds affirmative vote of all ballots cast in a mail ballot to all Regular, Family, Life, and Honorary members shall be required for adoption. The Association Bylaws shall be published and distributed to members as prescribed by the Board of Directors except that notice of any modifications to these Bylaws shall be published in Topical Time not more than one hundred and twenty days from the date of adoption of any amendments thereto.