

# Constitution of 2002 and Amended Bylaws

November 9, 2015

Bylaws amended by The Executive Board of the Perfins Club  
as authorized by the Club's Bylaws at  
Article VIII, Section 2

The Perfins Club, Inc.

# CONSTITUTION OF THE PERFINS CLUB, INC.

## Article I NAME AND PURPOSE

**Section 1, Name.** The official name of this organization shall be The Perfins Club, Inc.

**Section 2. Purpose.** The Perfins Club is organized exclusively for charitable and educational purposes. The purpose of the Perfins Club shall be to promote, foster, and expand the knowledge and benefits of the hobby of philately in all its aspects. In furtherance of this goal the Perfins Club will:

- (a) Sponsor and promote philatelic activities such as publications, lectures, forums, and educational programs and activities in order to increase the knowledge of philatelic perfins and promote the benefits of perfins philately.
- (b) Promote research about philatelic perfins and the dissemination of knowledge of philatelic perfins to collectors and the general public.

## Article II MEMBERSHIP

**Section 1. Membership.** The membership of this Club shall be composed of any individual who desires to further their knowledge about perfins and perfins collecting, without regard to age, sex, ethnic origin, religion, or nationality.

**Section 2. Admission and Standing.** Requirements for admission to membership and maintenance of “good standing” in the Perfins Club shall be set forth in the Club’s bylaws.

## Article III EXECUTIVE BOARD

**Section 1. Function and Composition.** The management of the affairs of the Perfins Club shall be vested in an Executive Board. This Board shall be composed of a maximum of nine and a minimum of six persons. The membership of the Board shall consist of:

- (a) The four elected officers, with the Perfins Club President as Chairman;
- (b) Three elected Directors-at-Large; and,
- (c) Two appointed members, who will be the immediate past President and the Editor of the Club’s journal. The latter two members shall be appointed to the Board by the President of the Club, with the approval of the other elected officers.

**Section 2. Powers and Duties.** The powers and duties of the Executive Board shall be in accordance with the Perfins Club bylaws.

Article IV  
OFFICERS

**Section 1. Requirements.** The officers of the Perfins Club shall consist of a President, Vice President, Secretary, and Treasurer. Any member in good standing who is 18 years of age or older shall be eligible to hold any office in the Club.

**Section 2. Functions and Service.** Aspects of the officers' service, such as duties, nominative and elective processes, replacement of incumbents, and filling of vacancies, shall be as set forth in the bylaws.

Article V  
MEETINGS

**Section 1. Frequency.** Meetings of the Perfins Club shall be held annually, preferably in conjunction with a major stamp convention or exhibition.

**Section 2. Scheduling.** Schedule and agenda shall be established in accordance with the bylaws.

Article VI  
FEES AND DUES

**Section 1. Entry Fee.** All entry and initiation fees as specified in the bylaws must accompany any applications for memberships in the Perfins Club.

**Section 2. Dues.** Each member shall pay annual dues as specified in the bylaws.

Article VII  
AMENDMENTS

This Constitution may be amended, altered, or repealed by a majority vote of the membership of the Perfins Club. Notification of the intended action under this article shall be in accordance with the bylaws.

# THE BYLAWS OF THE PERFINS CLUB, Inc.

## Article I SCOPE AND DEFINITIONS

**Section 1. Scope.** All the powers of the Perfins Club, Inc. and its authorized bodies shall be executed in accordance with these Bylaws under the Constitution. Admission to the continuation of membership in said organization and rights and obligations of members shall be entirely subject to and depend upon the provisions herein and the exercise of authority conferred.

**Section 2. Definitions.** The following terms, with their associated definitions, will apply throughout these Bylaws:

- (a) Perfins Club – the working form of the official name of the Perfins Club, Inc. with alternatives being simply “the Club” or “Club
- (b) Member – any individual accepted for membership in the Perfins Club.

## Article II MEMBERSHIP

**Section 1. Qualifications.** Qualifications for membership shall be as specified in the Constitution in Article II.

**Section 2. Admission to Membership.**

- (a) Application for membership in the Perfins Club shall be in writing and must be accompanied by the annual dues and any admission fee(s) as established by the Executive Board.
- (b) Applications will be processed by the Secretary and forwarded to the Editor of the Club’s journal for publication in the next issue of the Club’s journal, and to the Chair of the Membership Committee.

**Section 3. Classes of Membership.**

- (a) There shall be five classes of membership: Active, Contributing, Sustaining, Life, and Family.
- (b) Definitions:
  - 1. Active member - anyone who has applied for membership and is current in dues payments.
  - 2. Contributing member - an active member who has donated money above the minimum dues payment in support of the Club.
  - 3. Sustaining member - an active member who has made a significant monetary contribution above the minimum dues payment in support of the Club.
  - 4. Life member - an active member who has applied for Life Membership status and who has paid a Life Membership fee as determined by the Executive Board, but not less than twenty (20) times the annual membership fee then in effect.
  - 5. Family member - a spouse or other member of an active member’s household who has paid an additional amount for membership. Family members enjoy all rights and privileges of active members EXCEPT they do not receive a copy of the Club’s journal.

#### **Section 4. Fees and Dues.**

- (a) Each member, other than members who have prepaid for their lifetime, shall be subject to annual dues in an amount as determined by the Executive Board. The Executive Board shall also determine those additional amounts required for classification as a Contributing, Sustaining, and Family members. For the purpose of membership application, these dues shall be prorated by quarters of the year.
- (b) The membership year commences on the first day of July.

**Section 5. Good 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 payment of these dues or other indebtedness to the Perfins Club.

#### **Section 6. Resignation, Reinstatement, and Expulsion.**

- (a) Resignation - In order to resign a member must submit a written resignation.
- (b) Reinstatement – Any former member dropped from membership for non-payment of dues may be reinstated in the Perfins Club upon payment of the annual (or prorated) dues, and all other indebtedness to the Perfins Club, exclusive of past dues.
- (c) Expulsion
  - (1) Each member of the Perfins Club is expected to be in compliance with basic practices not harmful to the hobby of philately (example: bylaws of the American Philatelic Society, Article II, Section II.) Specifically, any person subject to question under the cited example shall be liable for expulsion from the Perfins Club.
  - (2) Expulsion for unethical or improper conduct shall take place only after written charges and an opportunity to be heard. The procedure hereby adopted in such cases shall be as follows:
    - (A) No charge shall be considered unless submitted in writing and signed by at least five (5) members, but not all of said members shall be required to have firsthand knowledge of the action of the accused nor must all submit evidence in support of such charges. The purpose of this procedure is to protect a member against mistake or individual ill will by requiring deliberation and the concurrence of a sufficient number of members to entitle such charges to be considered.
    - (B) A member submitting charges of unbecoming conduct however, will be expected to cooperate with the Executive Board by submitting such evidence as they may have and by giving information as to other sources of evidence.
    - (C) Charges shall first be submitted to the Executive Board. The name of the accusers shall not be made known to the accused at this time. However, the accused shall be notified that charges have been preferred against him or her.
    - (D) If after initial investigation any or all of the charges are found by the Executive Board to merit further review of the facts, the charged member shall be furnished with a written specification of the charges and the names of his accuser(s) plus the names of the members who have signed letters in support of the action in conformance with Article II, Section 6(c)(2)(A). This notification shall occur at least two (2) weeks before the hearing thereon. Said hearing shall be held by the Executive Board.
    - (E) If the said member desires to make a defense against such charges he or she shall submit a statement of defense in writing, and shall have the right to speak in person thereon and to produce witnesses.

- (F) After hearing the statement of and evidence on behalf of the charges, and the defense thereof the Executive Board shall decide the matter.
- (G) Unless any such charges are found to be sustained by a majority of the members of the Executive Board at the hearing, such charges shall be dropped, and the members of the Executive Board shall refrain from divulging such charges or any evidence offered at the hearing.
- (H) The action of the Executive Board shall be deemed final unless the member, in the case of an adverse finding, gives written notice to the Executive Board of an appeal to the Perfins Club.
- (I) In the case of an appeal, all of the respective statements, witnesses, and evidence in support thereof shall be heard in an open meeting of the Perfins Club at a time to be set by the Executive Board.
- (J) The Chair of the Executive Board, or the President, shall insure the accused ample opportunity to present a defense.
- (K) Unless any such charges are found to be sustained by a majority of the members of the Perfins Club at the appeal, such charges shall be dropped.
- (d) Any member in arrears of annual dues for more than three months shall be dropped from membership.

### Article III EXECUTIVE BOARD

**Section 1. Function.** The Executive Board shall be the governing body of the Perfins Club, and the management of all of the affairs of the Perfins Club shall be vested therein, subject to the requirements set forth in the Constitution and Bylaws.

**Section 2. Composition and Tenure.** Elected and appointed members of the Executive Board shall serve in accordance with the provisions of Article III of the Constitution.

**Section 3. Meetings.**

- (a) Regular meetings of the Perfins Club shall be held as specified in Article V, Section 1 of the Constitution. Schedule, location, and host shall be established by the President. Order of business for meetings shall be in accordance with Article IX of these Bylaws.
- (b) The annual meeting of the Perfins Club shall include such special activities as the submission of annual reports.
- (c) Special meetings of the Executive Board may be called at the discretion of the President, a majority of the Board, or at the written request of fifteen (15) members in good standing.
- (d) Notice of all meetings of the Executive Board shall be sent to all Board members not less than fourteen (14) days prior to the meeting.

**Section 4. Quorum.** One third of the membership of the Executive Board, providing that one officer is included, shall constitute a quorum of the Board.

**Section 5. Rules of Order.** All parliamentary questions shall be interpreted in accordance with Robert's Rules of Order Revised.

**Section 6. Limitation on the Actions Taken by the Executive Board.** The Executive Board shall pass no resolution nor make any agreement that commits funding or in-kind benefits from the Perfins Club directly to an individual member of the Perfins Club, to a group of members of the Perfins Club, or to the enterprise of a member of the Perfins Club that is not

deemed an activity of the Perfins Club. Such commitment of the resources of the Perfins Club shall require an affirmative vote of simple majority of the full membership to be enacted.

**Section 7. Limitation on Members of the Executive Board: Avoidance of Conflict of, or Appearance of, Conflict of Interest.** Any member of the Executive Board sponsoring an agreement or resolution and who will profit directly either fiscally or in an in-kind manner from that resolution or agreement shall recuse him- or herself from any Executive Board vote to enact that agreement or resolution.

#### Article IV OFFICERS

**Section 1. Elective Officers.** The seven (7) elective officers of the Perfins Club shall be as set forth in the Constitution (Article III, Section 1(a) and (b) and Article IV, Section 1).

- (a) Such officers shall serve terms of three years. Administrative tenure of duly elected officials shall begin on January 1 in the year following elections and shall end on December 31 of the third year in office.
- (b) Should any Officer of the Club resign from office for any reason prior to the completion of his or her term in office, he or she shall be ineligible to assume any duty assigned to the “Immediate Past” officer position.
- (c) No person shall be elected for more than two consecutive terms in the same office except for the Secretary and Treasurer; however, nothing herein shall be construed as prohibiting anyone from being elected to such office subsequently.

**Section 2. Appointive Officers.**

- (a) Any President who resigns from office with his or her term unexpired shall be ineligible to be considered for the position of Immediate Past President on the Executive Board (Article IV, Section 1(b)). In such an event the immediate past full term president shall be the appointee of choice for the President if he or she chooses to fill that optional seat on the Board.
- (b) The President shall appoint such persons as he or she deems necessary to accomplish the purposes, functions, and responsibilities of the Perfins Club. Tenure of appointive office is at the discretion of the President and his or her successor.

**Section 3. Elections.**

- (a) Elections of the four Officers of the Club shall be staggered in a repeating three year sequence as follows: Year 1 - President; Year 2 - Treasurer; Year 3 - Vice President, and Secretary.
- (b) Elections of the three Directors-at-Large shall be staggered in a repeating cycle with a single Director-at-Large position (that of the three-year incumbent) being elected each year.
- (c) The President shall appoint a Nominating Committee no later than July 1 in the year prior to an election.
- (d) Nominees for elective office shall be voted upon by the membership. The Secretary will mail ballots to all members by October 1 of an election year, to be returned not later than December 10 that same year. In lieu of individual mailings an official ballot may be published in the September or September/October issue of the Club’s journal. Should there be no contest, the Secretary will cast the ballot for the membership.

**Section 4. Vacancies.** Vacancies among elective members of the Executive Board shall be filled by Presidential appointment for the remainder of the term of office.

**Section 5. Removal from Office.** Any elective officer may be removed from office by a two-thirds majority vote of the full membership of the Executive Board. Cause for removal shall be any violation of Article II, Section 6(c)(1) of these Bylaws, gross neglect of official duties, or inability to perform official duty by reason of physical or mental incapacity.

**Section 6. Concurrent resignation, incapacity, or death of both the President and Vice-President.**

- (a) Should both the President and Vice President vacate their positions either simultaneously or sequentially with both terms unexpired the Executive Board shall name a Chair who shall then serve as President of the Club until such time as he or she appoints a new President (per Article V, Section 1(c)).
- (b) The Executive Board shall be the Nominating Committee to identify and determine willingness of candidates to serve in the various vacant positions on the Board.
- (c) Prior to appointing a new president, the Acting President may appoint persons to fill other vacancies which have occurred on the Board. These appointments shall be subject to a simple affirmative majority vote of members of the Executive Board.

**Section 7. Insurance to be provided for Officers and Chairs of the Club.** The Club shall procure and maintain Director's and Officer's Liability Insurance covering all Elected Officials and Directors-at-large, and Appointed Officials of the Perfins Club, Inc. as described in the Bylaws of the Club (Art. IV and Art. V, Sect. 1(c)).

## Article V DUTIES OF OFFICERS

**Section 1. President.**

- (a) The President shall oversee the affairs of the Perfins Club and assure its well being.
- (b) The President shall preside at all meetings of the Perfins Club and its Executive Board. In the absence of the President, the Vice President shall preside.
- (c) The President shall appoint the various committees as set forth in these Bylaws and such other persons as may be required to operate effectively, as noted in Article IV, Section 2, of these Bylaws.
- (d) The President, or his or her designate, shall execute on behalf of and in the name of the Perfins Club all contracts or other legal instruments.
- (e) The President shall be an ex-officio member of all committees except the nominating committee.

**Section 2. Vice President.**

- (a) The Vice President shall perform all functions of the office of President in that officer's absence, or at his or her request.
- (b) The Vice President shall be Chair of the Membership Committee and submit an annual report of its activities.
- (c) In the event that the President cannot complete his term, the Vice President will succeed to that office automatically.

### **Section 3. Secretary.**

- (a) The Secretary shall be the custodian of the Seal and all official records and materials and shall arrange for the transfer of said records to his or her successor or other designated officer.
- (b) The Secretary shall maintain the membership roster, record all changes, receive and process all membership applications, and receive all dues payments.

### **Section 4. Treasurer.**

- (a) The Treasurer shall receive, disburse, and perform all similar financial transactions for the assets and liabilities of the Perfins Club.
- (b) The Treasurer shall maintain an accounting system, in accurate and permanent form, of all transactions and make these records available for inspection by an Executive Board member upon two (2) weeks notification.
- (c) The Treasurer shall arrange for the transfer of all official records and monies to his or her successor and shall provide an annual accounting summary to the Executive Board.

## Article VI STANDING COMMITTEES

The following standing committees are hereby created: U. S. Catalog, Foreign Catalog, Publications, Awards, Finance, Membership, and Publicity and Public Relations. Committee Chairs are to be appointed by the President not later than his assumption of office, and each shall consist of such numbers of members as the President or his or her designated Chair may determine. Committee Chairmen shall serve until their function is completed, the committee is dissolved, or their successors are appointed. Any member shall be subject to removal by the President at any time. The duties of all standing committees shall be prescribed by the Executive Board, except as otherwise provided herein. Each Committee shall submit a report of its activities upon request of the Executive Board (at least annually).

## Article VII SPECIAL COMMITTEES

**Section 1. The Hallock Card Award Committee.** Annually, the President shall issue a call to the membership for nominations of a deserving member for recognition as recipient of the Perfins Club's most distinguished award – the Hallock Card Award. He or she shall also appoint a nominating committee, chaired by the most recent honoree, plus two other recipients, to evaluate the nominations and recommend a recipient. If no nominations are received, or no member deemed worthy of the award, the Committee will so report.

**Section 2. The Floyd Walker Award Committee.** Annually, the President shall issue a call to the membership for nominations of a deserving member for recognition as recipient of the Perfins Club's award for scholarly research or time spent on the article(s), and the presentation of new perfin information for the betterment of U S and worldwide perfin collecting – the Floyd Walker Award. He or she shall also appoint a nominating committee, chaired by the most recent honoree, plus two other recipients, to evaluate the nominations and recommend a recipient. If no nominations are received, or no member deemed worthy of the award, the Committee will so report.

Article VIII  
AMENDMENTS

**Section 1. Constitution.** The Constitution may be amended or repealed only as specified in Article VII of the Constitution. Proposed amendments must be submitted in writing to the Executive Board and must be endorsed by at least ten (10) members in good standing of the Perfins Club. Upon review by the Executive Board, but no less than sixty (60) days after receipt, publication of the proposed amendment to the Constitution will be made in the Club's journal. Sixty (60) days after the publication of the proposed amendment to the Constitution the membership shall be polled by a ballot mailed to each member. In lieu of an individually mailed ballot, publication of the ballot in the Club's journal may be authorized by the President.

**Section 2. Bylaws.** Proposed amendments to the Bylaws must be submitted in writing to the Executive Board and must be endorsed by at least five (5) members in good standing or be approved by a majority vote of the Executive Board. Any proposal received or initiated by the Executive Board shall be tabled until all members of the Executive Board have had sufficient time to review it prior to recall of the proposal for voting. Upon recall of the proposal, a three-fourths vote of the full membership of the Executive Board is required for acceptance of the amendment.

Article IX  
ORDER OF BUSINESS

**Section 1. Regular Meetings.** The order of business at any regular meeting of the Perfins Club shall be as follows:

- Call to order
- Introduction of visitors
- Minutes of previous meeting
- Treasurer's report
- Committee reports
- Old business
- New business
- Special activities
- Good and welfare
- Announcements
- Adjournment

**Section 2. Special Meetings.** The order of business at any special meeting of the Perfins Club shall be as follows:

- Call to order
- Reading of notices, proposals, etc.
- Action on purpose of meeting
- Such other business as may be appropriate at the discretion of the presiding officer
- Adjournment.