

ROCKY MOUNTAIN PHILATELIC LIBRARY, Inc.

BY – LAWS

ARTICLE 1 - Name and Purpose

Section 1: The name of this organization shall be THE ROCKY MOUNTAIN PHILATELIC LIBRARY, INC., hereinafter RMPL, and is incorporated as a nonprofit corporation under the laws of the State of Colorado.

Section 2: The purposes of the RMPL are to:

Serve as a repository for philatelic literature, slide and/or video programs, and related items for the use by philatelists for information, study, education and research.

Encourage the study of philately in general and provide for basic instruction of philately and/or advanced specialized education and research.

Act as an information center for philatelists in the Rocky Mountain region.

ARTICLE II - Membership

Section 1: Any applicant interested in promoting the purposes of the RMPL, and presenting satisfactory references, and in good standing with other philatelic organizations, is eligible for membership. Applicants under eighteen (18) years of age may be accepted for membership if philatelic suitability and financial responsibility are met.

Section 2: The right to hold office, to vote, and to participate in the business affairs of the RMPL shall be vested only in members in good standing. A member in good standing is one who is not in default in payment of any financial obligation to the RMPL, and against whom no censure or suspension is pending with RMPL or other philatelic organizations.

Section 3: Applications for membership in the RMPL shall be reviewed by the Board of Directors on a timely basis. If the Board determines that membership in the RMPL is not in its best interest, the application for membership shall be returned to the applicant, along with any moneys proffered for membership dues, with or without comment. Any applicant who has had an application returned may appear before the Board to plead his/her case for membership, if he/she desires. The decision for acceptance or rejection remains with the Board and the decision of the Board is final.

ARTICLE III - Board of Director Members

Section 1: The elective offices of the RMPL shall be for members of the Board of Directors, and shall include a President, Director of Operations, Vice-President, Recording Secretary, Correspondence Secretary, and a Treasurer chosen from their ranks. Additionally, at the discretion of the Board, members may be chosen to hold the title of Director Emeritus.

Section 2: A call for Board nominations shall be issued in the July – August SCRIBBLINGS, using a “Nomination Form” included in the mailing, together with an envelope. Board nominations shall be due by August 31st. Candidate statements and a photograph shall be requested from nominees by a three person nomination committee appointed by the President. The length of such statements shall be specified by the Nominations Committee. The candidate’s statements and photos will be included in the January – February SCRIBBLINGS. The list of candidates shall be posted at the general offices of the RMPL and in the January-February issue of SCRIBBLINGS. The nominating committee shall prepare a ballot (and return envelope) for inclusion in the January

– February SCRIBBLINGS issue. Election ballots are due by January 31st of the election year. A vote count committee, appointed by the Board, will assemble during the week following January 31st to actually count and certify the election results. The new board takes office at the second regularly scheduled BOD meeting of the year, but no later than March 30th.

Section 3: The election to the Board of Directors and Officers shall be determined by written ballot of the members of the RMPL. They shall serve for a three (3) year term commencing one month after their election.

ARTICLE IV - Board of Directors

Section 1: The business of the RMPL shall be vested in the Board of Directors, also referred to as the Board.

Section 2: The Board shall have the power to fill vacancies in their own number for an unexpired term.

Section 3: The total membership of the Board shall consist of not less than six (6) or more than ten (10) members.

Section 4: In addition to the general powers conferred upon the RMPL by the laws of the State of Colorado in its Articles of Incorporation, the Board may take and hold property, real and personal by gift, grant, devise, bequest or in trust for the furtherance of the RMPL's purposes; may buy, sell, let or dispose of its property as it shall deem best for the interests of the RMPL; may receive literary, scientific, or other articles, collections or property pertaining to the work of the RMPL by way of gift, donation, loan or deposit; may authorize research activities and the publication of material; may use and operate its property in any manner and engage in such activities as may be deemed consistent with the purposes of the RMPL and for its best interests; may open bank accounts and engage in the necessary financial transactions required for the furtherance of the purposes of the RMPL.

Section 5: Meetings of the Board shall be held at such time and place as may be designated by the President and four other Board members, and must meet at least quarterly, one of which shall be as the annual meeting, which shall be the January Board of Directors meeting. Emergency meetings of the Board may be called by the President or one-half of the Board members.

Section 6: Five members of the Board (plus the President) shall constitute a quorum for the purposes of conducting RMPL business. The vote of a majority of the members of the quorum present at the time of a vote, shall be the act of the Board. The President only votes to break a tie. Members of the Board shall not authorize another person or persons to act in his/her behalf by proxy.

Section 7: The President shall transact the business of the RMPL between meetings of the Board and shall exercise such powers and discharge such duties consistent with the purposes of the RMPL.

Section 8: The President shall have the option to request a vote of the directors via e-mail if the President determines that the vote on the specific issue should not be delayed until the next regularly scheduled meeting. Directors shall be given three (3) business days, not counting the day the request is transmitted, to respond to a request for an electronic vote on the issue. For purposes of electronic votes, a quorum shall be considered the then current membership of the Board of Directors.

ARTICLE V - Duties of the Board

Section 1: The President of the Board of Directors, hereinafter called the President, is the Chief Executive Officer of the RMPL and shall be responsible for conducting meetings of the Board. At meetings of the Board, the President may request a report from each member present on current matters within their respective areas of

responsibility and provide an opportunity for Board discussion and Board action as necessary. The Board is responsible for the making of general policy for the RMPL.

Section 2: The President shall carry out all programs approved by the Board, supervise and control the day - to - day operations of the RMPL, implement approved budget programs and expenditures, and maintain liaison with the members of the RMPL and with other philatelic organizations on behalf of the RMPL. The President is authorized to expend up to \$1,000 without Board approval.

Section 3: The Board shall appoint committees and committee chairpersons from the general membership and/or members of the Board for carrying out the purposes of the RMPL. The President of the Board shall also have the power to remove a committee chairperson and/or vacate a committee, subject to majority approval of the Board.

Section 4: In the absence of the President or in the event of the President's inability to act, the Vice-President shall perform the duties and be subject to all the restrictions of the President. The Vice-President shall perform such other duties as from time to time may be assigned by the President of the Board.

Section 5: The Director of Operations shall oversee general daily operations, schedule volunteers, receive and process incoming mail, dues, and donations.

Section 6: The Recording Secretary shall record the minutes of the Board at any of its meetings. The Recording Secretary shall keep or cause to be kept a proper register of the membership and shall preserve the records of the RMPL

Section 7: The Corresponding Secretary shall respond to official correspondence and send letters of acknowledgement for donations.

Section 8: The Treasurer shall receive and disburse all monies of the RMPL and shall have custody of all securities belonging to the RMPL. The Treasurer must secure approval of the Board for the issuance of any check in the amount of \$5,000 or more. No monies other than current expenses shall be expended, except by order of the Board. The Treasurer shall make or cause to be made a detailed financial statement to the Board, which shall be subject to an audit by a committee appointed for this purpose or by a recognized public accountant.

Section 9: All members of the Board shall serve without compensation, and no monies or property shall inure to the benefit of any Board member. All members of the Board shall have permanent Colorado residence. No member shall be reimbursed travel expenses for participation in Board meetings. Reasonable expenses incurred by any member of the Board in performance of their duties shall be paid.

Section 10: Members of the Board entrusted with funds or property of the RMPL shall give bond to the RMPL executed by some surety company and in amount as approved by the Board, for the strict and faithful performance of their duties and proper rendering of true accounts of all monies, or other properties received by them. The premium of the bond shall be paid by the RMPL from such funds as the Board may determine.

Section 11: In the performance of their responsibilities on behalf of the RMPL, Board members shall not bear fiduciary responsibility for the RMPL. To that end, Director's & Officer's (D&O) insurance is to be secured for the Board and officers/committee members (to include, but not be limited to: the Librarian, the Webmaster, the Scribblings Editor, and the Stamp Sales Manager)

Section 12 : Any member of the Board may be removed from office by a three - fourths vote of the Board for not fulfilling the duties of the position or for misconduct in office.

ARTICLE VI - Dues

Section 1: The annual dues shall be such sum as may be set by the Board and is to be reviewed at the annual

meeting of the Board of Directors.

Section 2: The Board may create additional categories of membership, such as Contributing, Sustaining, Patron and Benefactor, with additional benefits as it deems appropriate to the category.

Section 3: Members who do not pay dues within sixty (60) days after the end of the accounting year will be advised by mail that if their dues are not paid within thirty days, their name will be removed from the membership register. Members may be reinstated by payment of the dues for the ensuing year.

ARTICLE VII - Amendment of the By-Laws

Section 1: The By-Laws of the RMPL may be amended, added to, or repealed by a three – fourths vote of the Board of Directors. Any amendment to the By-Laws shall be posted by the Board at its general offices for inspection by members. Members may submit comments about amendments to the Board, who will give consideration to the comment at its next meeting and post the result of its deliberation on the comment.

WSDunn:	6/17/1993
	Rev. 1: 6/18/1998
	Rev. 2: 11/15/2002
SA Schweighofer:	Rev. 3: 7/7/2005
S. Lugo	Rev. 4: 11/18/2010