

BYLAWS  
of the  
International Society of Worldwide Stamp Collectors

ARTICLE I – NAME AND PURPOSE

Section 1. The name of the organization shall be the International Society of Worldwide Stamp Collectors, hereinafter referred to as the ISWSC.

Section 2. The purpose of the ISWSC shall be to promote worldwide stamp collecting by offering information, motivation and materials to beginning stamp collectors; to provide research, study materials and encouragement to more advanced philatelists; and, through the donation of funds, stamps and accessories and the dissemination of stamps and accessories to youth, groups, and other worthy beneficiaries, to conduct programs designed to encourage stamp collecting. Further, the ISWSC shall seek to enhance the enjoyment of worldwide stamp collecting and promote greater international understanding and goodwill through correspondence and exchange of stamps throughout the world.

Section 3. The ISWSC, in its activities, shall be nonpartisan, nonsectional and nonsectarian. It shall not, by resolution or otherwise, be committed to the support or endorsement of any candidate for public office. Unless otherwise provided for in the bylaws or approved by the Board of Directors, no part of the income of the ISWSC shall be distributable to its members, Officers or Directors.

Section 4. The ISWSC has no capital stock. No member shall be individually legally liable for any act or obligation of the ISWSC, unless such liability be evidenced in writing, duly executed by such member.

ARTICLE II – MEMBERSHIP

Section 1. Membership is open to any person or association having an interest in the purposes and programs of the ISWSC. Membership shall be conferred upon submission of annual dues and a completed application form. Membership is not transferable.

Section 2. Membership dues shall be set by the Board of Directors and may consist of any combination of United States dollars, other currencies (when submitted to a Regional Representative), and postage stamps as may be decided by the Board of Directors. A portion of dues shall be set aside for outreach purposes as determined by the Board of Directors. The Board of Directors may establish various categories of membership not provided for in the bylaws, subject to conditions and qualifications to be determined by the Board of Directors. The Board of Directors may create specific classes of membership which shall have no right to vote.

Section 3. The Board of Directors may elect Lifetime Members and award Honorary Memberships subject to conditions and privileges to be decided by the Board of Directors. Honorary Members shall be non-voting members. No Officer or Director shall be awarded Lifetime Member status during his or her term of office.

Section 4. Members failing to pay the required annual dues for a period of 90 days following the expiration of membership term shall be dropped from the rolls and are no longer eligible for participation in the programs of the ISWSC. Former members may rejoin the ISWSC upon payment of current dues in full, unless terminated for cause.

Section 5. Any member, upon written request to the Board of Directors, may resign from the ISWSC. Resignations shall be accepted, providing all financial obligations to the organization have been met.

Section 6. The Board of Directors may terminate membership for cause. Such action shall be consistent with the policies and procedures of the American Philatelic Society and shall provide for due process. It shall take a three-fourths vote of the Board of Directors to effect final membership termination for cause.

Section 7. All members shall be entitled to equal treatment and access to services and general publications of the ISWSC, unless limited by special circumstances. The Board of Directors may, at its discretion, establish different charges for services involving delivery at international postage, electronic, telephone, or other rates.

Section 8. Membership dues are not predicated on the delivery of any particular service or publication and are not subject to refund in the event that some such service or publication is suspended or cancelled.

#### ARTICLE III – MEETINGS OF MEMBERS

Section 1. Given the geographic dispersal of the membership, regular meetings are impractical. Via the official newsletter of the ISWSC, *The Circuit*, members shall be advised of and encouraged to participate in the programs of the organization. The results of decisions made by the Board of Directors which affect the membership shall be published in the newsletter. While every attempt will be made to hold ISWSC meetings during major philatelic events, such meetings shall be primarily for the purpose of meeting and exchanging ideas with other philatelists and promoting the ISWSC. At all meetings, and insofar as is practical, all questions of parliamentary procedure shall be decided according to the current edition of *Robert's Rules of Order Newly Revised*.

#### ARTICLE IV – BOARD OF DIRECTORS

Section 1. The government of the ISWSC, the direction of its policies, programs and publications, and the control of its property shall be vested in the Board of Directors.

Section 2. The Board of Directors shall consist of the President, Vice President, Secretary, At-Large Directors, Director of Public Relations, Director of Stamp Outreach, and Director of Membership. The immediate past President and the Executive Director shall be advisory (non-voting) members of the Board of Directors.

Section 3. There shall be two (2) elected Directors At-Large, who shall be nominated and elected

by the ISWSC membership, and up to three appointed Directors At-Large, who shall be nominated by an Officer and confirmed by a three-fourths vote of the Board of Directors. Should an appointive nomination fail to carry by a three-fourths vote, the nominee shall not become a Director At-Large.

Section 4. The Director of Public Relations, Director of Stamp Outreach, and Director of Membership shall be nominated by an Officer and confirmed by a three-fourths vote of the other members of the Board of Directors. Should an appointive nomination fail to carry by a three-fourths vote, the nominee shall not become a Director.

Section 5. All elected Board of Directors members shall serve two-year terms and are eligible for re-election for up to five consecutive terms. All appointed Board of Directors members, except the Executive Director, shall serve two-year terms commencing from the date of confirmation and are eligible for reappointment for up to five consecutive terms. The Executive Director is not subject to term limits.

Section 6. Elections for Officers shall be held in November of odd-numbered years and elections for Directors At-Large shall be held in November of even-numbered years. Upon election, service shall begin on February 1.

Section 7. The Board of Directors shall meet at least annually. The ISWSC President shall convene and preside over the meetings of the Board of Directors. Meetings may be held in person, by telephone, by e-mail or correspondence, provided however that all matters calling for a vote be submitted to the full Board of Directors. A quorum of five (5) shall be necessary for the conduct of business. All voice votes shall be confirmed by e-mail or written communication and filed with the Secretary.

Section 8. The Board of Directors may remove an Officer, Director or Executive Director from his or her position for failure to carry out the fundamental duties of the office, or for cause, upon action by the Board of Directors, provided that such action be taken only after the individual has been given an opportunity for a hearing and after reasonable notice. It shall require a three-fourths vote of the remaining Board of Directors to remove an Officer, Director or Executive Director. The aforementioned hearing may take the form of a meeting in person, conference call, e-mail and/or written communication. Any e-mail and/or written communication is to be circulated to the entire Board of Directors.

Failure to respond to official correspondence of the Board of Directors with regard to the dereliction within 30 days of receipt thereof, shall cause the President to call for a motion, second and vote to remove the Officer, Director or Executive Director from office.

#### ARTICLE V – OFFICERS & DUTIES OF THE BOARD OF DIRECTORS

Section 1. The Officers of the ISWSC shall be the President, Vice President and Secretary. Their duties are as follows:

- (a) President – shall preside at all meetings of the ISWSC and the Board of Directors. He or she shall perform all duties incident to the office as defined by the current edition of

*Robert's Rules of Order Newly Revised* and shall recommend such action as he/she believes will increase the effectiveness of the organization.

(b) Vice President – shall assume such responsibilities as may be assigned by the President or Board of Directors. The Vice President shall, in the absence or inability of the President, serve in his/her stead.

(c) Secretary – shall keep a permanent record of all Board of Directors proceedings, including meetings and votes. Such records are to be stored at the ISWSC headquarters, and shall be available for viewing (in-person or via e-mail or, at the requestor's expense, by mail or fax) by members at any time. The Secretary shall also attest to all legal documents of the ISWSC and perform such duties as may be assigned by the President or Board of Directors.

Section 2. The duties of the Directors are as follows:

(a) Directors At-Large - shall assume such responsibilities as may be assigned by the President or Board of Directors.

(b) Director of Public Relations – shall perform duties with respect to promoting the ISWSC, its purposes and programs; and shall monitor and assist the ISWSC Regional Representatives in their efforts to promote the ISWSC in other countries around the world.

(c) Director of Stamp Outreach – shall perform duties with respect to obtaining donations of funds, stamps and accessories and the dissemination of stamps and accessories to youth, groups, and other worthy beneficiaries.

(d) Director of Membership – shall perform duties with respect to attracting new members and retaining existing members; and shall monitor and assist the ISWSC Regional Representatives in their efforts to seek members in other countries around the world.

Section 3. All Officers, Directors, Regional Representatives, Program Managers and other volunteer positions as may be created by the Board of Directors shall serve without compensation, except for the reimbursement of reasonable expenses incurred in the administration of their duties.

Section 4. In the event of a vacancy in any of the Officer or Director positions, (excluding the presidency, which shall be filled by the Vice President), an Officer shall nominate a replacement to be confirmed by the Board of Directors. Upon his or her confirmation, the new Officer or Director shall fill the remainder of the original term of office.

## ARTICLE VI – EXECUTIVE COMMITTEE

Section 1. To facilitate the management of the routine business of the ISWSC, the day-to-day activities shall be conducted under the guidance of an Executive Committee, composed of the Officers and the Executive Director. The Executive Committee shall report to the Board of Directors as matters of policy and/or procedure warrant. The Executive Committee shall operate

at the discretion of the Board of Directors and may have other temporary powers as directed by the full Board of Directors.

#### ARTICLE VII – COMMITTEES

Section 1. The Board of Directors shall authorize and define the duties and powers of all committees. The Executive Committee shall appoint all committee members, subject to confirmation by the Board of Directors. A member of the Board of Directors shall be an Ex-officio member of each committee.

Section 2. No standing or special committee shall represent the ISWSC in advocacy of, or in opposition to, any project without specific authorization of the Board of Directors.

#### ARTICLE VIII – EXECUTIVE DIRECTOR

Section 1. The Executive Director shall be a member of the ISWSC and have sufficient knowledge and ability to satisfactorily manage the business affairs of the ISWSC. The Executive Director shall have custody of all records, documents and securities of the ISWSC, and shall preserve such items except as provided herein. The Executive Director shall be responsible for the receipt and processing of membership applications, dues, fees, and other funds which may come to the ISWSC; the maintenance of membership records and official correspondence, notification of dues payments, and arrears. The Executive Director shall establish and maintain the financial records of the ISWSC in a manner consistent with standard accounting practices and shall monitor the security of ISWSC assets involved in the various programs of the organization. The Executive Director shall assume other responsibilities as may be assigned by the President or Board of Directors.

Section 2. The Executive Director, with approval of the Board of Directors, may delegate a portion of his/her responsibilities to another ISWSC member.

Section 3. The Executive Director shall be nominated by the President and confirmed by a three-fourths vote of the Board of Directors. Upon confirmation, the nominee shall become the Executive Director immediately or on a date mutually agreed upon by the Board of Directors and the nominee.

Section 4. The official headquarters of the ISWSC shall be at the Executive Director's residence or place of business, unless the Board of Directors approves an alternative location.

Section 5. A yearly honorarium may be given to the Executive Director at the discretion of the Board of Directors.

#### ARTICLE IX – ELECTIONS

Section 1. All general elections and membership referenda shall be handled by an Elections Chair, who may not be a candidate for Officer or Director. The Election Chair shall be nominated by a

non-candidate member of the Board of Directors and confirmed by the full Board of Directors. The term of the Election Chair shall begin immediately following confirmation by the Board of Directors and shall terminate when the election results have been verified.

Section 2. A call for nominations shall be published in the official ISWSC newsletter no later than June of each year. The Election Chair and Board of Directors shall actively pursue the recruitment of candidates, making a good faith effort to find at least two members to stand for each of the elected positions. If no nomination for an ISWSC elected position is received by the time a vote for that position is held, the incoming Board of Directors may opt to appoint a member to fill the position until the election the following year. If a candidate(s) comes forward by that time, an election will take place to complete the second year of the two year term. Otherwise, the Board of Directors may fill the second year of the term, again by appointment.

Nominees will be asked to submit a brief article outlining their qualifications and experience regarding the position. These statements shall be published in the official newsletter with the official ballot not later than November of each year. Ballots received by the Election Chair by January 15th (or at a later date as deemed necessary by the Executive Committee) shall be considered eligible votes.

Section 3. One tenth of the membership in good standing shall constitute a quorum for any election or referendum. Voting shall be by written ballot and reasonable precautions shall be taken to assure that only one ballot per member is counted. A plurality of those members voting shall be sufficient to elect an Officer or Director or to carry any measure, except amendments to these bylaws.

Section 4. Ballots shall be counted by the Elections Chair and forwarded to a non-candidate member of the Board of Directors (determined by the Executive Committee) for verification of the results. The results shall be announced in the next issue of the ISWSC newsletter.

Section 5. Unless in a class of membership with no right to vote, each member in good standing shall be entitled to cast one vote.

#### ARTICLE X – AMENDMENTS

Section 1. Amendments to these bylaws may be proposed by the Board of Directors or a petition of any ten (10) voting members in good standing. Upon receipt of such proposal, the Board of Directors shall select an Election Chair, if not already chosen, and shall prepare the necessary ballot for publication in the next official ISWSC newsletter. A two-thirds majority of those voting is needed to adopt the proposed bylaw amendment(s). In the event that the amendment(s) are adopted, the amendment(s) shall become effective on the first day of the month following verification and publication of the results.

#### ARTICLE XI – DISSOLUTION

Section 1. The ISWSC may be dissolved only with the assent given by a majority of members in good standing giving a written vote to so dissolve. Written notice of a proposal to dissolve, and

the disposition to be made of the assets, shall be mailed to every member at least sixty (60) days in advance of any action taken.

Section 2. Upon the dissolution of the ISWSC, the assets of the organization, both real and personal, shall be distributed to one or more non-profit, tax-exempt, charitable organizations serving philately (as defined in the Internal Revenue Code of 1986 or in any corresponding provision of a future Internal Revenue regulation) and selected by the Board of Directors.

Adopted January 15, 2008