

# ROCKY MOUNTAIN PHILATELIC LIBRARY

## BY-LAWS

May 27, 2021

### **ARTICLE I Name and Purpose**

Section 1: The name of this organization shall be THE ROCKY MOUNTAIN PHILATELIC LIBRARY, INC. (RMPL).

The RMPL is incorporated as a non-profit 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, audio-video programs, and related items for the use by philatelists for information, study, education and research.

Encourage the study of philately and provide for basic instruction 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 the purposes of the RMPL is eligible for membership. The applicant must be in good standing with any other stamp collecting bodies to which they belong. Applicants under eighteen (18) years of age may be accepted for membership.

Section 2: The right to hold office, to vote, and to participate in the business affairs of the RMP is 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 the RMPL or other philatelic organizations. There should be no criminal or legal issues with the applicant.

Section 3: Applications for membership in the RMPL are to be submitted to the Board of Directors (Board). If the Board declines the application, the application and any money paid will be returned to the applicant. Any applicant who has been declined may request to appear before the Board. The Board's decision in this circumstance is final.

Section 4 *All members will treat other members and Library guests with respect and politeness. Failure to do so could result in suspension and/or loss of Library privileges and membership. Before action is taken to remove an organization or individual from membership, the accused shall be notified in writing by the RMPL Secretary. The accused may respond in writing or in person at the next scheduled Board meeting. If the accusation is verified or substantiated, the organization or member will be suspended from Library activity until the next scheduled Board meeting. At that meeting, the accused may represent themselves regarding the incident. If the accused declines to appear, the Board will determine actions based upon the information available. The decision*

*of the Board will be by a simple majority vote. The accused organization or member will be notified in writing of the Board decision by the Board Secretary.*

### **ARTICLE III Board of Director Members**

Section 1: The elective offices of the RMPL, shall include a President, Director of Operations, Vice-President, Recording Secretary, Correspondence Secretary, and four (4) directors at large.

The Treasurer is an appointed position approved by the Board.

The elected Board members, and the appointed Treasurer are the voting body. The President may only vote to break a tie.

The Board may also choose to elect a Director Emeritus with a three-fourths ( $\frac{3}{4}$ ) favorable vote minimum.

Section 2: Before the expiration of the term of office of the Board, the President shall appoint a three person Nominating Committee from among the RMPL membership to oversee the upcoming Board election.

A call for Board nominations shall be issued in the July-August SCRIBBLINGS. Included with the issue will be a nomination form and return envelope.

Board nominations shall be due by August 31<sup>st</sup>.

In the event there is a lack of nominations for any position, the Board will meet in special session as soon as possible after August 31 to review and resolve options for announcing nominees for the Board, including an option to extend the time period for submittal of nominations.

The Nominating Committee will request candidate statements of a specified length and a photograph. The candidate's statement and photo will be included 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 31<sup>st</sup> of the election year. A vote count committee, appointed by the Board, will assemble during the week following January 31<sup>st</sup> to count and certify the election results.

The new Board takes office at the second regularly scheduled Board meeting of the year, but no later than March 31<sup>st</sup>.

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 at the March Board meeting.

The exception to the election process occurs when a Board vacancy exists due to (1) death of a member, (2) removal of a member, or (3) resignation of a member. The Board may choose to

appoint to the position from the membership or leave the position vacant until the next election cycle.

**ARTICLE IV Board of Directors**

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

Section 2: The Board shall have the power to fill vacancies as stipulated in Article III, Section 3 above.

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.

The Board must meet at least quarterly, one of which shall be the annual meeting; specifically, the January meeting. At this meeting any appropriate committee reports will be given. The Treasurer position will also be ratified. 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 or acting President) shall constitute a quorum for the purposes of conducting RMPL business. A majority vote of the members of the quorum present at the time of a vote shall be the act of the Board unless restricted otherwise by these By-Laws. Board members may not use anyone to act in his/her behalf by proxy.

Section 7: The President will transact the business of the RMPL between meetings of the Board and will 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 or telephone 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 electronic or telephonic votes, a quorum shall be based upon the current Board membership.

**ARTICLE V Duties of the Board.**

Section 1: The President of the Board of Directors is the Chief Executive Officer of the RMPL and is responsible for conducting Board meetings. At the Board meetings, 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 shall make general policy for the RMPL.

Section 2: *Directors at Large will contribute to the management of the RMPL, either through volunteering, or at the direction of the President and/or Board. Permanent or ad-hoc committees may be established at the recommendation of the President or Board. Once approved, a Board member will be assigned responsibility for the committee. The President may recommend removing a committee chairperson and/or vacate a committee, subject to Board approval.*

If the circumstances require an immediate response, including appointing an individual for a short-term task, the President may act accordingly and report the circumstances to the Board. This action should be reported in the minutes of the next scheduled Board meeting.

Section 3: On a more permanent basis, the Board shall create groups from the general membership with a Board member designated as chairperson, to oversee specific RMPL activities designated by the Board as essential. These groups would serve two purposes; one, relieve responsibilities for one specific individual and two, provide additional management oversight to the RMPL operation. Examples of these kind of groups would be a technology group, a facilities group, a financial oversight group, a records group, budget group, long range planning, etc.

Section 4: All members of the Board shall serve without compensation, and no money or property shall benefit any Board member. No member shall be reimbursed travel expenses for participation in Board meetings.

Expenses incurred by any member of the Board in performance of their Board duties shall be considered for payment.

Expenses incurred by a RMPL member asked to engage in training, or represent the RMPL in any official capacity, will be paid by the RMPL if prior approval by the individual is obtained from the Board. The individual and the Board may negotiate as to which party will pay certain expenses.

Section 5: Members of the Board entrusted with funds or property of the RMPL shall give bond to the RMPL executed by a 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 money 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 6: In the performance of their responsibilities on behalf of the RMPL, Board members have a fiduciary responsibility. To that end, Directors and Officers (D&O) insurance is to be secured for the Board and officer/committee members (to include, but not be limited to the Librarian, the Webmaster, the Scribbling Editor, and the Stamp Sales Manager).

- Section 7: Any member of the Board may be removed from office by a three-fourths ( $3/4^{th}$ ) vote of the Board for not fulfilling the duties of the position or for misconduct in office or for legal issues that could adversely reflect upon the RMPL.
- Section 8: The Board will create a document(s) containing rules, regulations and procedures for matters outside the purview of the By-Laws. Issues that may be of a temporary period, federal and/or state requirements that do not require changes in the By-Laws, operational issues of the Library and other matters deemed by the Board to be part of this document(s).
- Section 9: At the November meeting, the Board will determine which committees need to prepare reports for the annual meeting to be held the following January.

**ARTICLE VI Duties of the Officers**

- Section 1: The President shall carry out all programs approved by the Board, supervise and control the day-to-day operations of the RMPL, process incoming mail, (excluding personal mail), 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 \$1000 without Board approval.
- Section 2: 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 3: The Director of Operations shall oversee general daily operation, ensure safety, cleanliness and safeguarding of the building and grounds; schedule volunteers, and receive dues and donations. This person is responsible for activities related to the stamp program, to include obtaining volunteers, directing sales of stamps and managing periodic RMPL auctions of stamps and stamp materials.
- Section 4: The Recording Secretary shall record the minutes of any Board meetings. The Recording Secretary shall maintain the cumulative record of all Board actions and the respective dates of those actions, any documents created as identified in Article V, section 9, and preservation of essential and required records as determined as essential by the Board.
- Section 5: The Corresponding Secretary shall respond to official correspondence and send letters of acknowledgement of donations.
- Section 6: The Treasurer shall receive and disburse all money of the RMPL, including any new financial arrangements adopted by the Board, manage funds of donations made for a specific purpose. The Treasurer 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 \$5000 or more. No money other than current expenses shall be spent, except by order of the Board or President. The Treasurer shall make or cause to be made a monthly, semi-annual and annual detailed financial statement to the Board. The report will be submitted at least a week before the scheduled Board meeting to allow members time to review the information.

These reports and any other financial records necessary to complete an independent audit will become part of the audit by a recognized audit firm or CPA and will be performed at intervals as determined by the Board.

**ARTICLE VI Dues**

- Section 1: The annual dues shall be determined by the Board and 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 Benefactors with additional benefits as it deems appropriate to the category.
- Section 3: Members who do not pay dues timely will be advised that if their dues are not paid within three notifications included with their Scribblings, their name will be removed from the membership register. Members may be reinstated by payment of any delinquent dues and with the approval of the Board.

**ARTICLE VII Amendment of the By-Laws.**

- Section 1: The By-Laws of the RMPL may be amended, added to, repealed or temporarily suspended by a three-fourths (3/4ths) vote of the Board of Directors. Any proposed amendment to the By-Laws shall be posted by the Board at its general offices for inspection by members and included in a Scribblings article if the timing is possible. Members may submit written comments about proposed amendments to the Board. The Board will review the comments at its next meeting and respond in writing to the submitter. The Board may wish to provide comments made by members by posting the issue at its general offices.

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|-----------------|------------------------|
| WSDunn:         | 6/17/93                |
|                 | Rev. 1: 6/18/98        |
|                 | Rev. 2: 11/15/2002     |
| SASchweighofer: | Rev. 3: 3/7/2005       |
| SLugo           | Rev. 4: 11/18/2010     |
| ECarlson        | Rev. 5: September 2019 |
| E Carlson       | Rev. 6: May, 2021      |