

CONSTITUTION OF THE  
VIRGINIA PHILATELIC FEDERATION, INC.  
(As amended January 1985 and January 1987)

Article I  
NAME AND PURPOSE

**Section 1 Name.** The official name of this organization shall be the "Virginia Philatelic Federation, Inc." hereinafter designated by the symbol VPF.

**Section 2 Purpose.** The VPF is organized exclusively for charitable and educational purposes, including for the such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code. The purpose of the VPF 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 VPF will:

1) Sponsor and promote philatelic activities such as stamp exhibitions, publications, lectures, forums and educational programs and activities in order to increase philatelic knowledge and promote the benefits of philately.

2) Promote philatelic research and the dissemination of philatelic knowledge to collectors and the general public.

3) Unite philatelic organizations within the Commonwealth of Virginia, adjacent states and the District of Columbia for their mutual benefit, knowledge and fellowship so that their collective resources can be used to promote and expand philately.

Article II  
MEMBERSHIP

**Section 1 Membership.** The membership of this federation shall be composed of:

a) philatelic organizations, i.e., stamp clubs that have been constituted and/or chartered within the Commonwealth of Virginia and which hereinafter are referred to as member units.

b) philatelic organizations, i.e., stamp clubs, in the adjacent states to Virginia and the District of Columbia which shall hereinafter be referred to as associate member units, and

c) individuals who are interested in the promotion of philately in Virginia and shall hereinafter be referred to as individual members.

**Section 2 Admission and Standing.** Requirements for member units, associate member units, and individual members for admission to membership and maintenance of "good standing" in the VPF shall be set forth in the Federation's bylaws.

Associate member units and individual members shall be entitled to all the privileges of membership including attendance and the right of discussion at Federation meetings but they shall not have the right to vote.

Article III  
EXECUTIVE BOARD

**Section 1 . Function and Composition.** The management of the affairs of the VPF shall be vested in an Executive Board. This Board shall be composed of a maximum of twenty-four and a minimum of eighteen persons. The membership of the Board shall consist of:

a) twelve elective members, hereafter called full members, who shall be elected in the first year of this constitution, four for terms of three years, four for terms of two years and four for terms of one year; thereafter four persons shall be elected each year by the member units for terms of three years;

b) a maximum of six nonvoting elective members, one for each adjacent state or district having associate member units, hereinafter called associate representatives. Each associate representative shall be elected by the associate member units of that particular state or district having associate member unit or units for terms of three years; and

c) six appointed members who will be the three immediate past presidents of the Federation, editor of the Virginia Philatelic Forum, current chairman of VAPEX and Sales Circuit manager.

The latter three members shall be appointed by the president of the Federation with the approval of a majority of the Executive Board members at each annual meeting of the Federation.

Election of all members and associate representatives shall be at the Federation's annual convention.

**Section 2 Nominations.** Nominations for full members of the Executive Board by member units and nominations for associate representatives by associate member units shall be submitted in writing to the Board's Secretary not less than sixty days before the VPF convention in scheduled to open. Such nominations shall bear the signed consent of that nominee.

Not later than forty-five days before the convention, the secretary shall publish to the member units and associate member units the names of such nominees. The member units then shall have the right to second any full member nomination, providing such second shall reach the VPF Secretary no later than seven days before the convention.

Associate member units have the right to second the nomination of any associate representative from their state, providing such second shall reach the VPF Secretary no later than seven days before the convention. Any nominees who are not seconded shall not appear on the ballot. The associate member units of a particular state may chose to provide no nominations for the associate representative for their state. In such a case, the position will not be filled and remain empty for the next year.

**Section 3 Election.** Each member unit and associate member unit shall be entitled to send to VPF convention a delegation of as many members in good standing as may be able to attend. Each such member unit delegation shall be entitled to vote as a unit for twelve full members of the Executive Board in the first year of this constitution and for four elective full members of the Board each year thereafter. Each associate member unit delegation shall be entitled to vote as a unit for one associate representative for its state. Any nominee receiving a majority of the ballots cast, shall be declared elected. In the event fewer nominees for full membership than seats open receive a majority of the ballots cast the remaining nominees shall be presented for another ballot, and each member unit delegation shall be entitled to cast one vote for each vacancy to be filled. This process shall continue until the required number of full members of the Executive Board have been elected. In the event that any nominee for an associate representative does not receive a majority of the votes from the associate member units of his or her state, the nominee receiving the largest number of votes shall be declared elected as the associate representative for that state.

**Section 4 Tenure.** Except during the first two years of this constitution, each member of the Executive Board or associate representative shall serve for three years or until his or her successor has been elected.

**Section 5 Vacancies.** A vacancy shall be created by the death, resignation or absence of a full member, appointed member or associate representative from four consecutive board meetings unless the absences are explained to the satisfaction of the Board. A vacancy on the executive board may be filled by the Board for the period remaining prior to the next Federation convention. At the convention, remaining terms shall be filled from the list of persons nominated in accordance with the procedures specified above.

**Section 6 Powers and Duties.** The powers and duties of the Executive Board shall be in accordance with the VPF bylaws. Associate representatives shall be accorded all the rights and privileges of the full and appointed Board members, with the exception of voting privileges.

#### Article IV OFFICERS

**Section 1 Requirements.** The officers of the VPF and its Executive Board shall be the same and shall consist of President, First Vice President, Second Vice President, Secretary and Treasurer, all of whom shall be nominated and elected annually and be from the Executive Board.

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

#### Article V MEETINGS

**Section 1 Frequency.** The VPF shall hold an annual convention, in conjunction with its major exhibition each year called VAPEX. The VPF Executive Board shall meet at least four times each year and at such other times as may be deemed necessary, providing such other meetings are called in accordance with the bylaws. The first meeting of the calendar year shall be designated as the "Annual Meeting".

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

#### Article VI FEES AND DUES

**Section 1 Entry Fee.** An entry or initiation fee as specified in the bylaws must accompany all applications submitted for VPF membership.

**Section 2 Dues.** Each member unit, associate member unit and individual member shall pay annual dues as specified in the bylaws.

#### Article VII

## AMENDMENTS

This constitution may be amended, altered, or repealed by a two-thirds majority vote of the full membership of the Executive Board at its annual meeting.

Notification of the intended action under this article shall be in accordance with the bylaws.

### BYLAWS OF THE VIRGINIA PHILATELIC FEDERATION, INC. (As amended January 1985 and January 1987)

#### Article I SCOPE AND DEFINITIONS

**Section 1 Scope.** All powers of the Virginia Philatelic Federation, 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 the rights and obligations of member units 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) VPF: the official symbol for the Virginia Philatelic Association, Inc.

b) Member Unit: any philatelic organization accepted for membership in the VPF.

c) Associate member units are philatelic organizations in the adjacent states to Virginia and District of Columbia.

d) Individual members are individuals who are interested in the promotion of philately in Virginia.

#### Article II MEMBERSHIP

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

**Section 2 Admission to Membership:**

a) Application for membership in the VPF shall be in writing and must be accompanied by the annual dues in the amount set forth below.

b) Applications will be processed by the membership chairman and submitted to the Executive Board with a recommendation for approval or disapproval.

c) Final disposition of applicants shall be made by a two-thirds vote at a properly constituted Executive Board meeting. If an application is not accepted, the accompanying dues shall be returned to the applicant.

d) Upon acceptance, the new member unit shall be issued a certificate of membership.

**Section 3 Fees and Dues:**

a) Each member unit shall be subject to annual dues in the amount of ten dollars with the membership year commencing on the first day of January. For the purposes of membership application, these dues shall be prorated by quarters of a year.

b)These dues may be amended only by a two-thirds vote of the full Executive Board at its annual meeting.

c)No other assessments shall be levied on member units except as set forth in Article VIII of these bylaws.

d)Dues for associate member units shall be \$10.00 per year and individual members are \$5.00 per year for each membership year commencing the first day of January. For the purposes of new membership applications these dues shall be prorated by quarters of a year.

**Section 4 Good Standing.** A member unit, associate member unit or individual in "good standing" within the meaning of that term as used in these bylaws is one which is not in default in payment of these dues or other indebtedness to the VPF.

**Section 5 Expulsion and Reinstatement:**

a)Each member unit is expected to require of its individual members compliance with basic practices not harmful to the hobby of philately (example: bylaws of the American Philatelic Society, Article II, Section II.) Specifically, any member unit knowingly nominated to the executive board any person subject to question under the cited example shall be liable to expulsion from the VPF.

b)Any member unit in arrears of annual dues or special assessments for more than six months shall be subject to expulsion.

c)Expulsion of a member unit shall be made by a two-thirds majority vote of the full membership of the Executive Board.

d)Any former member unit may be reinstated in the VPF upon payment of one year's annual dues (in lieu of an entry fee), plus the appropriate quarters pro rata for the year of reinstatement, and all other indebtedness to the VPF, exclusive of past dues.

e)The above provisions are also applicable to associate members and individual members.

Article III  
VPF SPONSORSHIP

The VPF will attempt to:

a)Sponsor a single major philatelic event such as VAPEX once every year, preferably in conjunction or association with at least one recognized national philatelic society and

b)Sponsor and/or support local bourses and/or philatelic exhibitions in concert with member units.

Article IV  
EXECUTIVE BOARD

**Section 1 Function.** The Executive Board shall be the governing body of the VPF and the management of all of the affairs of the VPF shall be vested therein, subject to the requirements set forth in the VPF 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 VPF and its Executive Board shall be held as specified in Article V, Section 1, of the constitution. Schedule, location and host, except as specified in Article V, Section 1, of the constitution, shall be established by the President. Order of business for Board meetings shall be in accordance with Article X of these bylaws.

b) The annual meeting of the VPF shall include such special activities as the submission of annual reports. The Annual Meeting of the Board shall include the election and installation of officers and establishment of fees and dues.

c) Special meetings of the board may be called at the discretion of the president, a majority of the board membership, or at the written request of three member units in good standing.

d) Written notice of all meetings of the Board shall be sent to all board members not less than fourteen days prior to said meeting.

**Section 4 Quorum:** One-fourth of the member units shall constitute a quorum of the Federation at its annual meeting. One-fourth of the membership of the Board, providing that one officer is included, shall constitute a quorum of the Executive Board.

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

## Article V OFFICERS

**Section 1 Elective Officers:** The elective officers of the VPF shall be as set forth in Article IV of the constitution.

a) Such officers shall serve their time of installation at the Annual Meeting until the election and installation of their successors in office.

b) 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.** The President shall appoint a parliamentarian and such other persons as he deems necessary to accomplish the purposes, functions and responsibilities of the VPF. Said officers, together with all committee chairmen shall be considered as ex-officio members of the Board. Tenure of appointive office is at the discretion of the President and his successor.

### **Section 3 Nominations:**

a) Members of the Executive Board shall be nominated in accordance with Article III, Section 3, of the constitution.

b) Officers of the Board shall be nominated by a three member committee appointed by the President at the meeting prior to the annual meeting. Said slate is also to be mailed to the presidents of all member units prior to the close of the year. All candidates for election shall have signified their willingness to serve prior to being placed in nomination.

**Section 4 Elections.** Nominees for elective office shall be voted upon during the Board's annual meeting. Election shall require only a simple majority vote of the board. Installation of the newly elected officers shall occur immediately upon completion of the election process.

**Section 5 Vacancies.** Vacancies among elective officers of the Executive Board shall be filled by Presidential appointment for the remainder of the term of office.

**Section 6 Removal from Office.** Any elective officer may be removed from office by a two-thirds majority vote of the full membership of the Board at any of the four required meetings. Cause for removal shall be violation of Article II, Section 5 (a) or (b) of these bylaws, gross neglect of official duty, or inability to perform official duty by reason of physical or mental capacity.

## Article VI DUTIES OF OFFICERS

### **Section 1 President:**

a)The President shall oversee the affairs of the VPF and assure its well-being.

b)The President shall preside at all meetings of the VPF and its executive board. In the absence of the president, the first vice president and then the second vice president, in that order, 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 V, Section 2, of these bylaws.

d)The President, or his or her designate, shall execute on behalf of and in the name of the VPF all contracts or other legal instruments.

e)The President shall be an ex-officio member of all committees except the nominating committee.

### **Section 2 First Vice President:**

a)The First Vice President shall perform all functions of the office of President in that officer's absence or at his request.

b)The First Vice President shall be chairman of or coordinate the Membership and Finance Committees and submit annual reports of their activities.

c)In the event that the President cannot complete his term the First Vice President will succeed to that office automatically.

### **Section 3 Second Vice President:**

a)In the absence of, or at the discretion of the President and the First Vice President, the Second Vice President shall perform all functions of the office of President.

b)The Second Vice President shall be chairman of the Publicity and Public Relations Committee and submit annual reports of said activity.

### **Section 4 Secretary:**

a)The Secretary shall keep a record, in accurate and permanent form, of all proceedings of the VPF and its Executive Board.

b)The Secretary shall provide copies of minutes to the membership of said Board, along with notification of the schedule, location and time of subsequent meetings.

c)The Secretary shall be custodian of all official records and materials and shall arrange for the transfer of said records to his or her successor or other designated officer.

### **Section 5 Treasurer:**

a)The Treasurer shall receive, disburse and perform all similar financial transactions for the assets and liabilities of the VPF.

b)The Treasurer shall maintain an accounting system, in accurate and permanent form, of all transactions and make these records available for inspection by any Board member upon two week's notification.

c)In the event that the VPF's total assets, or its annual transactions, exceed two thousand dollars, the Treasurer shall arrange for bonding in an amount established by the board for end-of-year auditing of his or her records.

d)The Treasurer shall arrange for the transfer of all official records and monies to his or her successor and provide an end-of-year accounting summary to the Finance Committee.

## Article VII STANDING COMMITTEES

The following standing committees are hereby created: Future VAPEX's, Finance, Memberships, Program, Publicity and Public Relations, Special Activities and Awards. Committee chairman are to be appointed by the president not later than the first regular Board meeting after the Annual Meeting and each shall consist of such numbers of members as the president and the designated chairman 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 Board, except as otherwise noted herein. Each committee shall submit a report of its activities upon request of the Board (at least annually).

## Article VIII FINANCES

This article specifies the only other means of indebtedness that can be incurred by VPF member units not already set forth in Article II, Section 3, of these bylaws. Prior to VPF sponsorship of any activity, the following will be adhered to:

a)A complete assessment of all relevant finances will be performed by the Board or its agents, with the understanding that all such activities will attempt to be self-supporting.

b)A budget and projection of maximum liability will be prepared and submitted to each Board member in advance of any VPF commitment.

c)The VPF will undertake said commitment only upon endorsement of two-thirds of the full membership of the Executive Board.

d)If, as the activity progresses, the likelihood of indebtedness arises, the VPF will attempt to reduce or eliminate such indebtedness by such mechanisms as donations, funds from participating organizations, increased participant charges and so on.

e)Finally, if the close-out indebtedness exceeds VPF resources, the remaining indebtedness will be absorbed by the member units on a unit membership prorated share basis.

## Article IX AMENDMENTS

**Section 1 Constitution.** The constitution may be amended, altered or repealed only as specified in Article VII of the constitution. Proposed amendments must be submitted in writing to the annual meeting of the Federation and must be endorsed by at least three member

units in good standing. Notification of proposed amendments shall be mailed to each member unit's president at least sixty days prior to the annual meeting.

**Section 2 Bylaws.** Proposed amendments to the bylaws must be submitted in writing to the Board and must be endorsed by at least two member units in good standing or be proposed by a majority vote of the Board itself at any regular meeting. Any proposal received or initiated by the Board shall be tabled until the next regular meeting of the Board and notification of said proposal shall be mailed to each member unit prior to recall of the proposal for voting. Upon recall of the proposal, a two-thirds vote of the full membership of the Board is required for acceptance of the amendment.

## Article X ORDER OF BUSINESS

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

- Call to Order
- Introduction of Visitors or New Members
- Minutes of Previous Meeting
- Treasurer's Report
- Committee Reports
- Member Unit Reports
- Reading of Correspondence
- Old Business
- New Business
- Special Activities such as elections
- Good and Welfare
- Announcements
- Adjournment
- Program

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

- Call to Order
- Reading of Notices, Proposals, and so on
- Action on Purpose of Meeting
- Such other business as may be appropriate at the discretion of presiding officer
- Adjournment