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Brawford 2700

BY-LAWS
American Philatelic Society
1915-1916

By-Laws of the American Philatelic Society

As Adopted at the Seventh Annual Convention, August 15, 16, 17, 1892, and Amended at the Subsequent Conventions, including Amendments Adopted at the Twenty-ninth Annual Convention, August 11, 12, 13, 1914.

ARTICLE I.—Capital Stock.

Section 1. Every certificate of stock issued by this society shall be for a single share only and shall be subject to the following terms and conditions: That the holder thereof has accepted the said certificate with the understanding that it can be issued or transferred only to a person who has been duly elected a member of the Society in the manner provided by its By-Laws, and who is not the holder of any other share or certificate of its capital stock. That no transfer of said stock, or the certificate thereof, shall be valid unless made upon the books of the Society and signed by the member transferring the same, or his lawful attorney, and attested by the Secretary, and upon return of the outstanding certificate, which shall be cancelled and filed by the Secretary. That the holder is liable for the payment to the Society of the annual dues provided for by the By-Laws, until the said stock certificate is surrendered to the Society, and is not entitled to vote said stock so long as he is in any manner indebted to the Society. That the Society has a first lien on the said stock and all increments thereof for all indebtedness of the holder to the Society, and that no transfer thereof shall be permitted so long as the holder is so indebted to the Society; and that the possession of said certificate shall not be regarded as evidence of the ownership of the holder, or his right to participate as a stockholder, unless it appears upon the books of the Society, that all said

conditions have been duly complied with. That the ownership of said stock shall at all times be subject to the provisions of the By-Laws. That upon the expulsion of the holder, or his resignation, or the dropping of his name from the roll of membership for non-payment of dues or other indebtedness to the Society or any of its departments, his stock shall revert to the Society, and his certificate become and remain null and void.

Sec. 2. Every certificate of stock shall be signed by the President and countersigned by the Secretary, and sealed with the corporate seal of the Society, and shall be duly numbered and entered in the stock book to be kept by the Secretary for that purpose. A charge of twenty-five cents shall be made for a duplicate certificate in case of loss.

Sec. 3. Certificates of stock shall be valued at \$1.00 each, and all money reserved for stock certificates as provided for by Article II, Section I, shall be kept by the Treasurer in a separate and inviolate fund to be known as the Stock Fund, the interest of which may be applied to current expenses; and the Treasurer shall place this fund at interest in such manner from time to time as the Board of Directors may approve or direct.

ARTICLE II.—Membership.

Section 1. Any person desiring to become a member of this Society shall file with its Secretary an application in the

form prescribed from time to time by the Board of Directors, signed by one member of the Society, and, if the applicant is of legal age, accompanied by one or more commercial references, which commercial references shall not be the firm, or a member of the firm, of which the proposer is a member, and if the applicant has not attained the age of 21 years, he must accompany his application with a bond signed by some responsible person, obligating himself for the proper fulfillment of the applicant's promises and obligations to the Society in case the applicant is admitted, such guarantor to furnish one or more commercial references. Said application must be accompanied by the sum of \$1.00, for one share of stock and the amount of dues for the remainder of the fiscal year, ending August 31, the whole to be refunded if admission is refused. The Secretary shall acknowledge the receipt of each application, stating the date when the applicant will become a member, provided no objections are received. The Secretary shall cause the name, age, occupation, and address of each applicant and the name of his references and bondsmen to be published in the Official Journal, and if no objection shall be received by the Board of Vice-Presidents within one month after publication, the applicant shall become a member. In case the Board of Vice-Presidents shall receive any objections to the admission of any applicant they shall notify the Secretary thereof, and proceed to investigate the case, and may accept or reject the applicant in their discretion, and shall certify their result to the Secretary, who shall thereupon proceed accordingly.

In case the Secretary is advised that objections to an applicant have been received by the Vice-Presidents, he shall continue to publish the applicant's name in the Official Journal, but under such circumstances the applicant shall not become a member until the Secretary be advised by the Board of Vice-Presidents that they, after investigation, have accepted the applicant.

Sec. 2. As it is important to the well-being and prosperity of this Society that all members thereof should be persons of good repute, every person applying for admission thereto agrees to become subject to such rules of discipline as may be provided by the By-Laws from time to time. All charges of improper conduct on the part of any member of the Society shall be addressed in writing, accompanied by affidavit of the truth of the charges, and all obtainable proof, to the Board of Vice-Presidents, who shall investigate and determine the same under such rules as they may prescribe; and report their findings thereon to the Board of Directors who may, in their judgment, suspend or expel such member, and declare his stock forfeited to the Society, and their action shall be final and binding on all parties. Should the Board of Directors deem it advisable, they may, however, certify the case for consideration to the next convention of the Society, and such convention shall have the same powers in the case as the Board of Directors.

Sec. 3. The annual dues shall be \$1.80 to all members, payable in advance, to the Treasurer, on the first day of September when the fiscal year shall commence; provided, that every new member for any unexpired portion of the first fiscal year after his admission to membership shall pay at the rate of fifteen cents per month, or fraction thereof, from the date of his application.

No assessment other than the annual dues shall be levied except on recommendation of the Board of Directors, published in the call for an annual convention, special meeting, or mail vote, and adopted by a vote of two-thirds of all the stockholders voting thereon; provided, that the number of affirmative votes shall be not less than one-third of the whole number of stockholders entitled to vote.

Sec. 4. In case any member fails to pay the annual dues or any indebtedness to the Society or any department thereof, within thirty days from the time the same are due, the Treasurer shall notify such delinquent member, and unless such

dues or debts are paid within thirty days thereafter, the Treasurer shall notify the Secretary, by whom his name shall be stricken from the rolls, and his stock shall be declared forfeited to the Society, and his name shall be omitted from the printed membership list. The Secretary shall notify the Sales Superintendent to debar from the privileges of the department any member whose name shall have been dropped from the rolls.

Any stockholder or branch society having resigned in good standing, or any stockholder or branch society whose name shall have been stricken from the rolls for non-payment of dues or debts as aforesaid, may be reinstated on payment of such debts, and \$1.00, plus the amount of dues for the remainder of the current year, and a share of stock bearing the original stock number shall be reissued, and in case of reinstatement of a branch society, a charter certificate bearing the original number shall be reissued. In case of minors a new guarantee shall be required, and in the case of members who have been suspended for more than one year new references shall be required.

All applications for reinstatement shall be published in the Official Journal and treated in the same manner as is provided for an ordinary application for membership.

Sec. 5. Any stockholder in good standing may at any time tender his resignation to the Secretary, and surrender his stock certificate to the Society. All resignations received by the Secretary shall be published in the next Official Journal, and if no objections are received within one month of the date of the publication, they shall be duly accepted by him, to take effect from the date of their receipt, but no stockholder will be permitted to resign while indebted to the Society. In case the Secretary is in doubt as to the advisability of accepting the resignation of any stockholder, he shall refer the matter to the Board of Vice-Presidents, who shall have the power to decide the case, and, if they deem advisable, to pre-

scribe conditions on which the resignation shall be accepted.

Sec. 6. No stockholder of the Society who has not attained the age of twenty-one years shall be eligible to any office.

Sec. 7. Any Philatelic Society outside the United States and possessions may be elected by the Board of Vice-Presidents upon the recommendation of the International Secretary, or by the Society in convention assembled, as an honorary corresponding member, and shall receive all publications of the Society and shall be exempt from dues; such honorary corresponding membership shall not carry the right to vote or hold stock. A list of such members shall follow the branch societies in the annual list of members.

ARTICLE III.—Meetings.

Section 1. The annual meeting of the stockholders of this Society, to be designated as the Annual Convention, shall be held each year at such date and such place, within or without the state of Minnesota, as may have been selected by the last preceding Annual Convention, and the publication in the Official Journal of the proceedings of the convention, naming such time and place, shall be deemed sufficient notice of such meeting; but the President shall also issue a call for the Annual Convention, stating the time and locality of convening thereof, to be published in the number of the Official Journal issued not less than sixty days prior to the holding of such convention.

Sec. 2. Special meetings of the stockholders of this Society may be called by the Board of Directors, or by one hundred stockholders of this Society. Notice thereof shall be mailed to each stockholder, at his last known address, at least sixty days before the date fixed for holding said meeting, and a copy of such notice shall be published in the Official Journal at least one month before the time of holding such meeting.

Sec. 3. If in the opinion of the Board of Directors it should be advisable at any time, or in case one hundred stockholders so request, the President shall call for a

general vote of the shareholders upon any desired question. Notice that such call has been issued shall be given in the Official Journal, at least one month before the date when the vote is to be counted. The vote shall be in the form designated by the President, with the assent of the Board of Vice-Presidents. The call and the form shall each state the time and place at which the count is to take place, and a copy of each shall be mailed to every person appearing upon the books of the Society as entitled to vote as a stockholder thirty days before the vote is to be counted. The vote shall be signed by the stockholder and sent to the Board of Vice-Presidents; and no vote shall be counted unless in the form prescribed at the date when the call was mailed. Any stockholder shall have the right to be present and witness the count. The result shall be certified by the Board of Vice-Presidents to the President, who shall announce the result in the next number of the Official Journal. A majority of the votes cast shall determine the question submitted, but the By-Laws can be amended only as hereinafter provided.

Sec. 4. All stockholders of the Society who are present at any of its meetings shall be entitled to participate in the proceedings; but only those not indebted to the Society shall be entitled to vote in person, or by proxy, at any annual convention, at any special meeting, or upon any question submitted to a general vote.

No member of the Society shall be allowed to vote more than fifty proxies.

Sec. 5. A quorum for the transaction of business at any convention or special meeting shall consist of one-half the stockholders there represented in person or by proxy; but the By-Laws can be amended only as hereinafter provided.

Sec. 6. No director of this Society shall be permitted to act for or vote as proxy for any other stockholder of this Society.

Sec. 7. At all meetings of the Society all questions of order and parliamentary law shall be determined by reference to Robert's Rules of Order.

Sec. 8. At all meetings of the Society, all reports of officers and committees and all resolutions must be presented in writing.

Sec. 9. At the annual convention, the President shall appoint the following standing committees:

- A Committee on Finance;
- A Committee on Library;
- A Committee on Sales Department;
- A Committee on Branch Societies;
- A Committee on Resolutions;
- A Committee on Place of Next Convention; each to consist of three members.

A Committee By-Laws, to consist of the President, who shall be chairman of the committee, and four other members.

The following shall be the order of business:

FIRST SESSION.

1. Call to Order.
2. Reading of Call.
3. Report of Committee on Credentials.
4. Reading of Minutes of last Convention.
5. President's Address.
6. Appointment of Committees.
7. Reports of Officers.
8. Reports of Permanent Committees.
9. Communications.
10. Assigned Matters.
11. New Business.

SUBSEQUENT SESSIONS.

1. Call to Order.
2. Supplementary Report of Committee on Credentials.
3. Communications.
4. Assigned Matters.
5. Unfinished Business.
6. New Business.
7. Reports of Standing Committees.
8. Reports of Special Committees.

Sec. 10. At all special meetings of the Society, the President shall appoint such of the foregoing committees as are necessary, and the foregoing Order of Business shall be followed so far as the necessities of the occasion will permit.

ARTICLE IV.—Directors.

Section 1. The Board of Directors of this Society shall be designated as the Board of Directors, and shall consist of nine members, who shall all be citizens of the United States.

Sec. 2. Each Director shall be a stockholder of the Society, and shall hold his office until the close of the next annual convention, and until his successor shall have qualified. At least five of their number shall be collectors and not dealers by profession; and at least seven of their number shall be residents of different states. Three of the Directors shall serve as a Board of Vice-Presidents and must reside within a radius of thirty miles, and in case of the three Vice-Presidents being from the same state or locality as another candidate for Director, the Vice-Presidents will take precedence over the other candidate, even though he have a greater number of votes.

Sec. 3. Immediately after the annual election of Directors, they shall choose from their number a President, Secretary, Treasurer, and International Secretary, and appoint such officers and committees as are required by the By-Laws to be appointed by the Board of Directors. The two Directors not holding any of the above offices shall be known as Directors-at-large.

Sec. 4. The Board of Directors may meet at such times as they from time to time determine, or whenever called together by the President by a notice addressed to each Director at his last known address, by mail or by telegraph, a sufficient time before hand to enable him to reach the place of meeting. Five members of the Board shall constitute a quorum for the transaction of business.

Sec. 5. To expediate the transaction of business by the Board of Directors they may take mail votes upon any question in the following manner: Any member of the Board desiring to submit any matter for their action may reduce the same to writing in the form of a motion and shall mail a copy thereof upon a separate sheet of paper to each member of the Board.

Any comments or observations he desires to make thereon must be on a different sheet. Upon receipt of such motion each member shall write upon the same sheet of paper his vote for or against the same, or any correction or amendment thereof he may wish to make, and forward the same by return mail to the President, who shall in case any amendment shall be offered, forthwith mail, or cause to be mailed a copy of the motion as amended to each member of the Board who shall return the same by return mail, with his vote for or against the same, or the expression of his preference for the original motion. The President shall, upon receiving the ballots of the other members, certify to the Secretary the result, accompanying the certificate with original ballots. The Secretary shall file the same and record the vote, notifying the other members of the Board of the result.

Sec. 6. The Board of Directors shall exercise a general supervision over the affairs of the Society and all its officers; may make rules for the conduct of business in the several departments not inconsistent with these By-laws; may require special reports from any officer from time to time; may remove any officer appointed by them as provided by statute, fill any vacancy in their own number arising from any cause except removal by stockholders, as provided by statute, and generally manage and control the business of the Society, as provided by law.

ARTICLE V.—Duties of Directors.

Section 1. President—The President in addition to the general duties of his office, shall preside at all meetings of the Society sign all certificates of stock and all warrants on the Treasurer for moneys expended by the Society, as well as contracts, deeds, bonds, notes and other obligations entered into by the Society, including the approval of bonds of the Secretary, Treasurer and Sales Superintendent, as provided in these By-laws. Prior to each annual convention he shall issue the call therefor, as provided for in Article III, Section 1; shall appoint a commit-

tee of five members on Credentials, and a Committee of Arrangements to provide suitable rooms and make other preparations for holding said meeting, the expenses incurred by such committee in performance of their duties to be defrayed from the general fund of the Society. At each annual convention he shall address the Society on such matters of interest as he shall determine.

Sec. 2. Vice-Presidents.—The three Directors elected as Vice-Presidents shall select one of their number to act as chairman of the Board of Vice-Presidents who shall perform all the duties of the President in case of the absence, death, or disability of the President. The Board of Vice-Presidents shall decide all questions arising as to the admission of applicants for membership, as provided in Article II, Section 1, and shall investigate all questions of discipline, as provided in Article II, Sections 2, 4, and 5, and all disputes and difficulties between members or officers of the Society, as provided in Article II, Section 2. They shall approve the form of ballot to be used at all elections and prepare an unauthorized form of proxy to be used at all conventions.

The Board of Vice-Presidents from time to time, and at least every three months, shall make report of their proceedings to the President, for publication in the Official Journal, and shall make a full report of their proceedings to the annual convention.

They shall keep a minute book of all proceedings and a file of correspondence, which they shall turn over to their successors when qualified.

All expenses for postage, stationery, telegrams, and registry fees shall be certified by the chairman, and be paid from the general fund.

They shall elect one of their number to act as recorder, who shall have charge of their records and keep their minutes.

Sec. 3. Secretary.—The Secretary in addition to the ordinary duties of his office, shall keep a record of all proceedings of the Society and Board of Directors, conduct all correspondence, have the

custody of and preserve all documents, have custody of the corporate seal of the Society, seal all documents required to be sealed therewith, keep proper books of issue and transfer of stock certificates, issue all stock certificates, membership cards, and receipts, countersign, register, and attest all documents signed by the President. He shall also keep a set of loose leaf ledgers for members in good standing, as well as for past members, each separate page of which shall represent a stockholder, and shall have all data regarding his application and admission into the Society clearly set forth, together with a record of the annual payment of dues, or the date of suspension, expulsion or reinstatement. He shall, under the supervision of the President, edit the official matter published in the Official Journal; provided, that if there shall be a disagreement between the President and Secretary as to the advisability of the publication of any matter, said matter shall be submitted to the Board of Directors. He shall also receive all applications for membership, made publication thereof in the Official Journal, and conduct all correspondence in reference thereto, as provided in Article II, Section 1, and notify applicants of their election. He shall furnish a copy of the Charter and By-Laws and the list of members of the Society to each member in good standing. He shall receive all resignations and applications for reinstatement, etc., as provided in Article II, Sections 4 and 5, and perform all such duties as are incident to his office. He shall pay all funds collected by him from any source to the Treasurer each month. He shall prepare and present to each annual convention, and to any special meeting, when so required by the Board of Directors, or the stockholders calling the same, the general report of the condition of the Society, required by law to be made by the Directors, together with a complete financial statement of the transactions of his department for the year, accompanied by all of his books of account and record. He shall cause to be published in each number of the Official

Journal, in addition to the list of applicants, resignations, etc., of members, a report of all proceedings of the Board of Directors, or of the Society, since his last published report. He shall at all times be subject to the direction of the President or Directors in the performance of his duties. He shall be paid all transportation expenses to and from the convention, and \$5.00 per day during the session. He shall be allowed his reasonable expenses for postage, stationery and printing, for which purpose \$100.00 of the Society's money shall be in his hands, which fund shall be reimbursed on the first of each month by warrant on the General Fund to the extent of the expenses of the preceding month, so that on the first of each month this fund will always equal \$100.00. In addition he shall be allowed the sum of \$200.00 per year for his further use in the prosecution of the duties of his office.

He shall give bond to the Society in the sum of not less than \$500, said bond to be obtained at the expense of the Society, of some Surety Company to be approved by the President.

Sec. 4. Treasurer.—The Treasurer shall receive and take charge of all moneys, property, and securities of the Society. He shall collect all dues and make monthly reports of his receipts and disbursements showing balance of cash on hand, to the Secretary, who shall publish it in the Official Journal. Among his accounts shall be kept a separate suspense account, to which shall be credited all moneys received for other than current accounts. He shall pay out no money except on warrants regularly drawn on him by the President and Secretary, and shall present to the annual convention a complete financial statement of the transactions of his department for the year, accompanied by the proper vouchers, all his books of account, a cashier's certificate of the amount of money on deposit at the date of such statement, and any and all such other papers and instruments as may be requisite for a complete auditing of his books and accounts. He shall deposit all

moneys in some bank, to be designated by the Board of Directors to the account of the Society, and shall give bond to the Society in the sum of not less than \$3,000, said bond to be obtained at the expense of the Society, of some surety company to be approved by the President. He shall be allowed his reasonable expenses for postage, stationery, and printing, and in addition thereto the sum of \$25.00 per year, which shall be in full for all other incidental expenses.

Sec. 5. International Secretary.—The International Secretary shall conduct all correspondence for the Society or the Board of Directors, with individuals or societies in foreign countries. He shall whenever called on to do so, assist the Secretary or any other officer of the Society, in their correspondence concerning the business of the Society and their several departments. He shall perform all the duties of the Secretary whenever the latter is absent or temporarily unable to perform his duties. He shall present to the Annual Convention a full report of the proceedings of his department for the year.

He shall report regularly to the *Vertrauliches Korrespondenz-Blatt* the changes in membership so long as this Society continues interested in its publication. He shall, so far as possible, report to the Board of Vice-Presidents any publication in foreign journals of items affecting the welfare of this Society or its individual members.

Sec. 6. The two Directors-at-large shall have special oversight of all the branch societies, and it shall be their duty to promote the organization of such societies.

ARTICLE VI.—Elections.

Section 1. All elections of Directors shall be conducted under the supervision of the Committee on Credentials, appointed by the President for that purpose, which shall consist of five stockholders. The ballot shall be signed by the stockholder voting and delivered to the Committee on Credentials, and may be sent to the Committee in any manner desired by

the stockholder, and at any time before the closing of the polls for that election. At all such elections a plurality of votes cast shall elect, except as provided in Article IV, Section 2, in regard to Vice-Presidents, but no vote shall be counted that shall not have been received before the closing of the polls, nor shall any stockholder be permitted to vote in any other than the prescribed form, or by proxy, or to change his vote after it has once been received by the Committee.

Sec. 2. The polls for the annual election shall close at noon of the day preceding the day appointed for the opening of the annual convention, and at all special elections at such times as shall be named in the call for the election.

Sec. 3. The Secretary shall cause blank forms for the ballot and proper envelopes for enclosing the same to be mailed to the last known address of each stockholder entitled to vote at least sixty days before the date fixed for closing the polls, and the form of the ballot shall be designated in all published notices of the election.

Sec. 4. The special election to fill vacancies in the Board of Directors, provided for by the statutes of the State of Minnesota in case of the removal of a Director by the stockholders, or in case of the want of a quorum of qualified Directors, shall be conducted as far as possible in the same manner as other elections; but in case the election is called by the stockholders, they may prescribe and send out the form of ballot, necessary envelopes for enclosing the same, and notice of the election, which shall, however, as far as possible, conform to the ordinary forms in use in the Society.

Sec. 5. All special elections of officers to be elected by the stockholders shall be conducted in the same manner as other elections, but shall be called by the President, and notice thereof shall be mailed to the last known address of each stockholder entitled to vote, at least sixty days prior to the date fixed for the counting of the vote, and shall be accompanied by the form of the ballot to be used, proper envelopes for enclosing the same, and

shall designate the time and place of holding the election, the persons who are to act as Committee on Credentials, and such other information as shall facilitate the sending of the vote to the Committee.

Sec. 6. Prior to every annual or special election, nominations for the office or offices to be filled may be sent by any five members or any branch of the Society to the Secretary, and all such nominations received by him shall be published in the number of the Official Journal nearest to sixty days prior to the date for closing the polls.

Sec. 7. Cumulative voting shall be illegal at any election.

ARTICLE VII.—Officers and Standing Committees.

Section 1. In addition to the nine Directors, the officers of the Society shall be:

- A Sales Superintendent;
- An Examiner of Sales Books;
- An Editor of the American Philatelist;
- An Attorney;
- A Librarian;
- An Assistant Librarian, and
- A Counterfeit Detector.

Sec. 2. In addition to the officers as named in Section 1 of this Article there shall be the following Permanent Committees:

- An Expert Committee;
- A Committee on Philatelic Literature;
- A Committee on Philatelic Index;
- A Committee on Philatelic Hand Books;
- A Recruiting Committee, and
- An Obituary Committee.

Sec. 3. All of the officers and Permanent Committees mentioned in Sections 1 and 2 of this Article shall be appointed and subject to removal by the Board of Directors, as provided for by the laws of Minnesota, and shall make a full report of their proceedings to the Annual Convention and to the Board of Directors or any special meeting of the Society, when called upon to do so. Their terms shall expire when their successors shall have been appointed and qualified. In case any such officer is temporarily prevented by sickness or other cause from

performing his duties, the Board of Directors may, in its discretion, appoint a substitute to act during such incapacity. No expense shall be incurred by any officer or standing committee appointed by the Board of Directors, except for postal and express charges, until the same is authorized by the Board of Directors.

Sec. 4. Sales Superintendent.

(a) The Sales Superintendent shall conduct the Sales Department in accordance with the provisions of this section and of the sections of Article VIII of these By-laws.

(b) He shall give bond to the Society in the sum of \$10,000, for the strict and faithful performance of his duties and proper rendering of true accounts for all moneys, stamps, or other property received by him, whether for the Society or individual owners, and until he has notice from the Secretary of the Society that the bond tendered by him, within a reasonable time, after his appointment, has been approved and accepted by the President. he shall not ask or advertise for, or receive from the preceding Superintendent or from individual members, any stamps or other philatelic property for his department.

(c) The Sales Superintendent shall on the first days of October, January, and April, respectively, make to the Board of Vice-Presidents a quarterly report of the affairs of his department, including a full and accurate balance sheet of such bookkeeping entries as shall satisfy said Board, taken from his books upon the last day of the preceding month; and not less than twenty nor more than thirty days prior to the opening day of the Annual Convention he shall make to said Board an annual report, covering the transactions of the department for the past year, and including similar balance sheet or entries. Said reports shall be audited by said Board, who may at any time make or cause to be made by themselves, or a committee, or agent, appointed by them, such examination as they may deem expedient of said Sales Superin-

tendent's books and accounts and of the affairs of his department, and shall cause such an examination to be made in connection with the auditing of the annual report, and shall submit said annual report with the report of such examination and their recommendations on said report and examination to the annual Convention. The approval of the Sales Superintendent's reports by the said Board shall not be construed as an admission by the Society of accuracy of said reports or as a release by the Society of either said Superintendent or the surety on his official bond from liability to the Society or any member thereof for any breach of duty on his part.

(d) The Board of Vice-Presidents may for cause suspend the Sales Superintendent and require him to deliver and turn over all accounts, books and other property of his department, together with all stamps then in possession of said department, to them or to such person as they may designate as Sales Superintendent, pro tempore, who shall exercise all powers of Sales Superintendent until the Board of Directors shall take further action in the matter.

(e) The Society shall provide account books for the Sales Superintendent. Such account books and the correspondence of the department shall be and remain the property of the Society; and shall at all times be open to the examination of the Board of Vice-Presidents and their representatives duly authorized. Except for the purchase of such books, the Sales Superintendent shall pay all expenses of the department.

(f) Upon retiring from office the Sales Superintendent shall turn over to his successor all stamps in his hands as such Superintendent, together with all books of account, official correspondence, papers, instruments, moneys, and evidences of indebtedness belonging to the department, and the business of the department shall thereafter be conducted by the new Sales Superintendent.

All sums due the department shall be collected by the new Sales Superintendent, who shall pay therefrom to his predecessor such commissions as the latter may have earned thereon, also the requisite payments to the Insurance Fund, and all balances due from the department to members at the time of his assuming the office. Upon a change of Superintendents the Board of Vice-Presidents shall give notice to all parties interested, by publication in the Official Journal, calling on them to file with the Board a statement of their claims against the department within thirty days, so that the outgoing Superintendent's accounts may be properly audited and he be given an honorable release. The Board of Vice-Presidents shall also cause an examination to be made of his books and accounts, and upon the expiration of the period of thirty days from publication of the above prescribed notice shall send to each member who has not filed accounts and whose name appears on the Superintendent's books a statement of his account, and in default of acknowledgment within thirty days thereafter, such account shall be deemed correct.

(g) The Sales Superintendent shall assess a charge of one-half of one per cent. upon the net cash value of all books of stamps sent him for circulation in the department, immediately upon their arriving in his hands, with a minimum charge of ten cents per book, and shall remit on retirement of such books the sums so assessed to the Treasurer of the Society, who shall keep it in a special account, known as the Insurance Fund. The Superintendent shall receive all claims for payment desired by owners out of the Insurance Fund, for whatever cause, and shall submit the facts and papers of every case to the Board of Vice-Presidents, who, if they approve, shall certify the case to the Secretary of the Society who shall thereupon draw a warrant upon the Treasurer against the Insurance Fund, in the regular manner pursued for payments

from other funds. If at any time the Insurance Fund becomes insufficient to meet any such warrant so drawn against it, the sum shall be paid the owner out of the General Fund of the Society, and shall subsequently be transferred to that fund from the Insurance Fund, as soon as the assessments duly collected shall suffice.

(h) The Superintendent shall submit to the Examiner of Sales Books all books sent in for circulation, remove from books sent him for circulation all stamps which are clearly and obviously counterfeits or non-governmental reprints, and return all stamps removed by him or by the Examiner of Sales Books, as provided in the next section, at once to the owner of the book from which they came, stating the price at which they were marked, and the value to which the book has been reduced by their removal; and he shall place the words, "Specimen Removed," with at least one of his initials in the space thus left vacant.

A fine of twenty-five (25) cents shall be imposed upon the owner of any book of stamps submitted for circulation for any and every counterfeit contained in such book, unless said stamp, or stamps, shall be of less catalog value than twenty-five (25) cents in which case the fine shall be the catalog value of such stamp; such fine to go to the Examiner of Sales Books, or such other expert as he may call to his assistance, subject to the conditions of the following paragraph.

The action of the Examiner of Sales Books or other expert shall be final and binding upon all parties. In the event the owner of such stamp or stamps, so removed, being dissatisfied with the decision of the expert's action, he shall have a right to appeal from their decision to the Counterfeit Detector at his own expense, and the decision of the Counterfeit Detector shall be final. In case such stamp, or stamps, are found by the Counterfeit Detector to be genuine, then the fine shall be removed, and

the expense of the examining shall be borne by the Examiner of Sales Books.

(i) The Superintendent shall furnish to members of the Society control stamps, and at a cost not exceeding five cents each, books for holding stamps to be circulated in this department, of such form as may be approved by the Board of Vice-Presidents; provided, that they be printed on one side of the leaf only, contain space for ten ordinary adhesive stamps on a page, have successive numerals not less than an inch in height on the reverse or unused side of each leaf, and contain no advertisements save of the Society or its Sales Department.

(j) He may refuse to circulate any stamps not mounted in the books so provided by him, or books containing an excessive amount of display, notes, or remarks by the owner; or any books for any reason previously approved by the Board of Vice-Presidents; and he may decline to send stamps to any member or to a foreign country when it shall be shown to the satisfaction of the Board of Vice-Presidents that customs, laws or other conditions make it impracticable or undesirable for the department to do business with such a member or in such country.

(k) When all the preceding duties shall have been satisfactorily performed, as occasion demands, or no charge or notice to the contrary be in the hands of the Board of Vice-Presidents, the Superintendent shall be allowed to retain for himself a commission of twelve and one-half per cent. out of the amounts remitted to the selling owners upon the sales then settled for, made through the regular circuits of the department, and already paid for by cash to him, not including settlements out of the Insurance Fund for theft or other losses of all or any part of the circuit. He shall also receive a salary of \$25.00 per annum.

Sec. 5. Examiner of Sales Books—The Examiner of Sales Books shall pass upon the genuineness of all stamps, etc. that may be sent to the Sales Superin-

tendent before such stamps, etc., are put upon the exchange circuits.

He shall remove from all books all stamps that he considers counterfeit or reprint, with the exception of reprints sold by the government originally issuing the stamps they represent and receivable for postage at the time of their sale by that government, also all stamps which have been repaired or manipulated for the purpose of increasing their value, unless so marked by the owner, and return them to the Sales Superintendent, together with the number of the book from which they came, the name of the owner of such book, and the price at which they are marked; and shall place the words "Specimen Removed," with at least one of his initials, in the space thus left vacant.

Sec. 6. Editor of the American Philatelist.—The Editor shall edit all advertising and reading matter excepting official matter originating with the President or Secretary, and shall invite literary contributions and pass upon the same for publication.

He shall solicit and arrange all advertisements. He shall collect all moneys due on advertising accounts and shall turn the same over to the Treasurer without deduction, immediately after the issuance of each number, accompanied by an itemized statement showing specifically on which contracts payments have been made and the several amounts; such moneys to be placed in the General Fund. He shall in general act as business manager in all matters pertaining to the publication of the American Philatelist.

The editor's compensation shall be \$100.00 per year in addition to postage and printing expenses: which shall be paid to him by warrant on the general fund.

Sec. 7. Attorney.—The Attorney shall endeavor to collect and settle any claims that may be sent him by members of this Society against any person whatsoever, or to recover any stamps, etc., that they are unable to secure the

return of. It shall also be his duty, when so ordered by the Board of Directors, to see that proper steps are taken, and the proper authorities notified, to secure the prosecution of any manufacturer of or dealer in forged stamps, etc.

He may charge for his service all actual disbursements for postage, stationery, etc., and ten per cent of all amounts recovered; provided, that in case of collections made for the Society he shall charge only actual disbursements without commission.

Sec. 8. Assistant Librarian.—It shall be the duty of the Assistant Librarian to preserve, and properly care for the records of the Society as received from retiring officers or boards, and he shall further receive all gifts to the Society of printed matter, and attend to binding the same, and shall at proper times forward the same to the Librarian for permanent care.

He shall also, upon receipt of postal notice giving the name of the book desired to be taken from the library advise the member of the cost of carriage, upon receipt of which the book shall be forwarded. He shall also keep a record of all books passing through his hands.

Sec. 9. Counterfeit Detector.—The Counterfeit Detector shall when called upon to do so, pronounce upon the genuineness of the specimens sent him by members, charging therefor five cents for each specimen if five or more stamps are submitted at one time, but if less than five stamps are submitted at one time the charge shall be twenty-five cents; except that the prices for examination of all surcharges as well as cancellations shall be 15 cents per stamp. Postage or expense of carriage must in all cases be defrayed by owners.

He shall not be required to pass upon the genuineness of any surcharge or stamps which can be plated. He shall also have the right to refuse to pass on such stamps as in his opinion should go to the Expert Committee.

Sec. 10. Expert Committee.—It shall be the duty of this committee to pro-

nounce upon the authenticity of any stamp submitted for their opinion. They shall return to the sender a certificate of their findings in each case, the same to bear a photograph of the stamp in question to be signed by all members of the committee. For the examination of each stamp the committee shall receive the sum of \$1.00. This amount must accompany each stamp so submitted.

Sec. 11. Committee on Philatelic Literature.—It shall be the duty of this committee to report, through the columns of the Official Journal, upon all new catalogues, handbooks, manuals, and papers that are brought out during the year; to summarize the same in their annual report for publication in the Year Book, and to make such deductions or suggestions in relation thereto as may, in their judgment, seem to be warranted or called for.

Sec. 12. Committee on Philatelic Index.—It shall be the duty of this committee to compile and compare for publication an index on philatelic literature.

Sec. 13. Committee on Philatelic Hand Books.—It shall be the duty of this committee to undertake the publication as opportunity offers of Philatelic Hand Books that shall be of low cost yet worthy of the name of the American Philatelic Society. The conditions under which said books be issued shall be left to the Committee, whose plans for publication shall be endorsed by the Board of Vice-Presidents before definite action be taken; but, in case the publishing of any such book involves the expenditure of money from the treasury of the Society, it shall be necessary for the Board of Directors to consent to such expenditure before the approval of the Board of Vice-Presidents shall become operative.

Sec. 14. Recruiting Committee.—The Recruiting Committee shall prepare and disseminate literature calculated to impress upon the philatelic public the many advantages to be derived from affiliation with the Society. They shall also investigate the standing of applicants upon the request of any officer of the Society.

Sec. 15. Obituary Committee.—It shall be the duty of this committee to secure during the year such facts about deceased members as will be of general interest, to publish them in the Official Journal from time to time, and to bring them together in their annual report in the form of a summary for publication in the Proceedings of the Society.

ARTICLE VIII.

Section 1. Every member of the Society whose dues are paid for the current year is entitled to participate in the privileges of the Sales Department except as provided in Article VII, Section 4, paragraph j, or until he becomes a debtor of the Society or any of its departments of more than two weeks' standing, or is suspended by the Board of Directors in accordance with the provisions of Article II, Section 2, of these By-Laws, or has been dropped from circuit lists by the Sales Department for non-payment of fines, as provided in Section 2 of this Article.

Sec. 2. A member who desires to be placed on circuit lists, must make application to the Sales Superintendent, stating his wish and he will be irrevocably taken thereby to promise and pledge himself to abide for so long as he participates by all the rules for the conduct of this department now contained in these By-Laws in this Article or Article VII, Section 4, or elsewhere, and any which may hereafter be made, by amendment to these By-Laws, or by the Superintendent for matter properly within his discretion. Every member who receives books on circuit agrees to give a written receipt for them to the preceding member from whom they are received, and to take a like written receipt from the member next on circuit to whom he delivers them; to pay a fine of ten cents per day for each day a circuit is kept by him over three days, not counting Sundays or legal holidays, which fines shall be collected by the Superintendent and paid over by him to the Treasurer for the Insurance Fund; to

account for every space from which he removes stamps by placing therein an adhesive control stamp furnished by the Superintendent, and properly cancelled, or by writing his full name in ink in the space from which the stamp has been removed, or by placing therein any other mark previously approved in writing by the Superintendent; and immediately upon forwarding a circuit to send to the Superintendent a report sheet containing a memorandum of the total value of all the stamps reported upon each time regardless of whether or not he, as an owner, has at the same time stamps circulating in the department, or any other consideration or debt due or claimed by him from the Society. Every member agrees by his participation in the department to pay the Society the full priced value of any circuit traced to him, for which he can show no written receipt from any other member; and the value of any stamps found by the Superintendent to be missing from books which have passed through the hands of said member, either by reason of the disappearance of any stamp from a space not accounted for, or the loss of an entire page out of a book, or several pages, if he has not immediately upon receipt of the damaged book notified the member preceding him on circuit, and adjusted the matter with him. The Superintendent shall suspend from participation in the department any member for non-payment of fines or failure to make reports promptly, or to accompany them with the requisite remittance, or upon notification from the Treasurer that said member has been a debtor to the Society for more than two weeks, or at the request of the Board of Vice-Presidents, and any member so suspended shall be restored to the privileges of participation again, only by a vote of the Board of Vice-Presidents, certified to the Superintendent in writing before being acted on by him.

Sec. 3. Any member who desires to circulate stamps in the department must

send them to the Superintendent mounted in proper books furnished for the purpose, with his name on the cover, the price visible near each specimen, and the total value of the book in the place provided on its cover. Counterfeits, non-governmental reprints, bulky entires, and books excessively written in will not be circulated, and the Superintendent may further refuse circulation in accordance with the provisions of Article VII, Section 4, of these By-Laws. Every owner participating agrees to make cash remittances for any stamps he may buy, during the time his stamps are in the department, exactly like any other purchasing member of the Society and submit to the assessments for the Insurance Fund and Superintendent's commission, when made strictly in accordance with the provisions of the By-Laws. Claims for losses shall be made to the Superintendent, and payment accepted by warrant on the Treasury, as provided in Article VII, Section 4, of these By-Laws. Claims for payment for substituted stamps shall always be accompanied by the substituted stamps in the books as received by the owner, and such substituted stamps shall become the property of the Society, to be sold for the benefit of the Insurance Fund upon payment of the claim made by the owner.

ARTICLE IX.—Official Journal.

Section 1. The American Philatelist shall be the Official Journal and shall be published as often as once a month, and more frequently if the Board of Directors shall so determine. It shall be edited by the Editor and approved by the President for publication.

The Charter, the By-Laws as amended at the annual convention, the full report of the convention proceedings, the rules of all departments which may not be included in the General By-Laws, and the revised list of members, officers, Branch Societies, etc., shall be published as soon as practical. The list of members shall be arranged alphabetically, numerically

and geographically; and the specialties of each member, if furnished by him, shall be indicated by proper reference marks. The names of minors shall be marked in the alphabetical list with an asterisk, the significance of which shall be explained in a foot note on each page.

Reports of officers, committees and Branch Societies shall be published in the American Philatelist from time to time, together with such literary matter as the Editor may deem expedient, subject to the approval of the President.

Advertising shall be admitted subject to the approval of the Editor, at a rate to be determined by the President.

Ten copies of each issue shall be sent to each Director, if he shall so request, ten to the Assistant Librarian, and one copy each to such libraries and other institutions as may be approved by the President. Copies to the public, or extra copies for members, shall be sold by the Editor at fifty cents for the issue containing the membership list, twenty-five cents for the issue containing the convention proceedings, fifteen cents for the issue containing the By-Laws, and ten cents for regular number without supplements. The yearly subscription to non-members shall be one dollar. The proceeds of all sales, subscriptions and advertisements shall be turned into the Treasury. All copies of the American Philatelist on hand after one year from date of issue shall be turned over to the Assistant Librarian. The expense of publishing the American Philatelist shall be paid from the General Fund.

Sec. 2. The Secretary, immediately after the convention, shall request bids for the printing of the American Philatelist, and the contract shall be awarded by the Board of Directors, who may at their discretion reject any or all bids.

ARTICLE X.—Branch Societies.

Section 1. Branch societies of this Society may be formed as follows:—A charter may be issued by the Board of Vice-Presidents for such a branch society on formal application to such

Board; provided that shall have adopted a name and rules for their government, and shall submit a copy of the same with a list of the members, at the time the application is made; and provided that the said rules of the branch society are not inconsistent with the Charter and By-Laws of the Society.

Sec. 2. Five or more stockholders resident in the locality, or twenty-five stockholders resident in the same state, shall be necessary before a charter can be granted.

Sec. 3. Local and state branches so formed shall be numbered in regular order, in consecutive series, and each shall be known by its number, in addition to the name selected by it; provided, that the name of the state branch includes the name of the State for which it is chartered.

Sec. 4. Branch societies may admit to membership persons not stockholders of the American Philatelic Society, but such members shall have no vote on matters pertaining to the American Philatelic Society.

Each branch shall furnish to the Secretary of the Society the name and address of its Secretary, to whom all official communication shall be sent. At each annual convention said officer shall make a report showing the number of meetings his branch has held during the year, the number of members in good standing and any matters pertaining to the work of the Branch Society. Upon request of the Board of Vice-Presidents, the Secretary of any Branch shall furnish any information which the Board may request pertaining to the membership and work of said Branch.

All changes in the by-laws of a branch society shall be approved by the Board of Vice-Presidents before the same can become effective. In the event that the membership in any Branch is reduced to less than five members or in the event that a branch refuses or fails to comply with any of the above requirements, the Board of Vice-Presidents may submit the facts to the Board of Directors.

as in the case of a member, for the purpose of having the revocation of the charter of such offending branch voted upon.

No person, who may be elected an honorary member by any branch, unless he or she is a member of the American Philatelic Society in good standing, shall be permitted to vote or take any active part in the business proceedings of the branch with which affiliated.

Sec. 5. Each branch society so organized shall be required to subscribe for, acquire, and hold, in the name of such branch, one share of the capital stock of this Society and may vote the same by proxy.

ARTICLE IX.—Property.

Section 1. All officers shall, at the expiration of their terms of office, deliver to their successors all books, papers, moneys, and other property in their possession belonging to the Society, and they shall not be relieved from their bonds or obligations until this requirement be complied with.

Sec. 2. The records of the Board of Vice-Presidents and of the Board of Directors shall be turned over to the Assistant Librarian for safe keeping after two years have elapsed from the final adjustment of the subject of such records. These records shall be obtainable from the Assistant Librarian at any time that reference to them is necessary, upon written request of the Board in which they originated.

Sec. 3. A duplicate form record book shall be kept, one by the Secretary and one by the President, wherein shall be securely fixed a duplicate of each form or printed matter that is used by any officer to whom is delegated executive power. All such blanks or forms shall have printed on them in a noticeable place "Form approved by Board of Directors" (date to follow); said approval to apply to the necessity of issuing and to form, and also to subject matter except as otherwise provided in the By-Laws.

ARTICLE XII.—Amendments.

Section 1. The By-Laws of this Society may be altered or amended only by the consent of two-thirds of the stockholders voting on such alteration or amendments; provided, that such two-thirds shall constitute a third of all the members of the Society entitled to vote. Amendments may be made at the Annual Convention, or at any special meeting, or by a general vote, as provided for in Article III, Section 3, and the action of the Annual Convention or special meeting in amending the By-

laws shall be final, if such proposed amendments shall have been published in the Official Journal at least thirty days prior to the date of such convention or meeting. But any amendment to the By-Laws adopted by any convention or special meeting which was not so published, and any Rules or By-Laws passed by the Board of Directors shall be submitted to a general vote, as provided by Article III, Section 3, in case one hundred stockholders entitled to vote shall so request of the President within sixty days from the publication of the same in the Official Journal.

