

# **BY-LAWS OF THE FLORIDA STAMP DEALERS' ASSOCIATION**

The purposes for which this Association is formed are to provide an organization for the development and maintenance of high standards of business ethics among those engaged directly and indirectly in the merchandising of stamps and other materials related to the hobby of philately, and thereby to promote mutual trust and friendship among its members and public confidence and respect for the trade; to provide a medium for the exchange of trade and credit information among such merchandisers; to diffuse accurate and reliable information of philatelic interest through trade papers, releases, meetings and similar means; to arbitrate disputes, mediate, adjust and settle differences between members and the public; to assist recognized governmental agencies in the prosecution of violations of law relating to philatelic matters; to do all within its power for philately and to so operate that no part of the income or earnings of the Association inure to the benefit of any individual or member; and no officer, member or employee shall receive or be entitled to receive pecuniary profit from the operations thereof except reasonable compensation for services actually rendered.

## **ARTICLE I. Directors**

Section 1. The Board of Directors may include an Honorary Life Director and the Immediate Past President and shall have seven other members who shall constitute the Board of Directors. The four officers elected to fill the respective offices and the Immediate Past President shall be deemed elected to the Board. There shall be three Board members elected at-large. The President shall be the President of the Board. The Honorary Life Director and the Immediate Past President shall not have voting privileges.

Section 2. Directors shall take office on the first day of January in the year following their election and serve without compensation for two years or until their successors are elected and qualify. The Board, by an affirmative vote of four members, may remove any director or officer for cause and fill vacancies in the Board or staff officers for the unexpired term.

Section 3. Four members of the Board shall constitute a quorum at regular meetings and three members shall constitute a quorum at special meetings of the Board and their action shall be binding on the Association.

Section 4. The power to discipline members of the Association for a violation of the Code of Ethics is vested in the Board and their actions shall be final.

Section 5. The Board may appoint part time assistants to officers and directors and designate their titles, duties and compensations.

## **ARTICLE II. Officers**

Section 1. The officers shall be President, Vice-President, Secretary, and Treasurer, each of whom shall perform the duties incidental to his office. They shall take office on the first day of January in the year following their election and will continue to serve until their successors are elected and qualify.

## **ARTICLE III. Meetings**

Section 1. Membership meetings shall be as called. Special membership meetings may be called by the President, or upon the request of the Board or of fifteen members. At all such meetings, twenty-five percent of the voting membership or fifteen voting members, whichever is less, shall constitute a quorum. Regular meetings of the Board shall be held quarterly. Special meetings of the Board may be called by the President, or upon the request of two Board members. The time and place for all regular meetings shall be fixed by the President and shall be given by mail unless less than seven days notice is given in which event notice shall be given by telephone not less than three days prior to the meeting date.

## **ARTICLE IV. Nominations & Elections**

Section 1. The Nominations & Elections Committee shall nominate all candidates to fill offices. Nominations shall be in writing and communicated to the Board not later than October 1 in each year. The Board shall certify such nominations to the President not later than 45 days prior to the annual membership meeting in December.

Section 2. The names of the nominees shall be placed on ballots with space left thereon for other names. Voting shall be by mail and all ballots shall be mailed to the membership not less than 30 days prior to the annual membership meeting. Ballots shall be tallied by inspectors of the election appointed by the President prior to the annual membership meeting, and no ballot shall be counted unless received by the Committee not later than the Friday before the tally date. Results of elections shall be announced at the annual meeting of the membership by the inspectors. A vote cast for an officer shall be deemed a vote cast for the same person as a director.

## **ARTICLE V. Committees**

Section 1. The committees of the Association and their functions shall be:

ETHICS AND ARBITRATION COMMITTEE, to supervise the arbitration system; to hear and determine disputes; and to make recommendations to the Board toward the end of enhancing the effectiveness of the arbitration system.

PUBLICITY AND PUBLIC RELATIONS COMMITTEE, to encourage and support philatelic publicity; to further the trade and hobby of stamp collecting; to publicize the work and aims of the Association; to do all things possible to increase interest in the sale of philatelic items.

Section 2. The President may designate other committees and all members of all committees shall serve during his pleasure. All committees shall have authority to promulgate their own rules not inconsistent with their functions and subject to the approval of the Board.

## **ARTICLE VI. Code of Ethics and Pledge**

Section 1. A Code of Ethics and Pledge shall be adopted, which shall, in the opinion of the membership, best establish methods of business conduct which shall serve to promote the purposes and aims of the Association, fair trade practices and good relations between members, the dealer fraternity in general and the public.

Section 2. Each member of the Association prior to being accepted into the membership, shall as a prerequisite thereto, sign and agree to comply with the Code of Ethics and Pledge aforesaid. Complaints alleging violation of the Code of Ethics and Pledge shall be submitted to the Board of Directors where disciplinary actions is indicated; and if an arbitrable dispute is disclosed, to the Arbitration Committee for determination as provided in said Code.

## **ARTICLE VII. Membership**

Section 1. Any person may apply for membership if he/she:

A. Has been a dealer in philatelic materials, supplies, accessories and publication, or engaged in such other trade, business or profession as directly advances and benefits the philatelic trade.

(i) For one year, if a full-time dealer, or

(ii) For two years, if a part-time dealers,

B. Subscribes to the Code of Ethics and Pledge of the Association.

C. Has attained the age of legal majority in his state of residence.

Section 2. Applicants for membership shall submit their applications on forms prescribed by the Membership Committee. Their names shall be published at least once in the official Association publication prior to the action being taken on their applications, and such applications must be approved by a majority of the Board of Directors before membership shall be granted.

Section 3. The Board may grant honorary memberships to any persons who have, in their judgment, served the trade and hobby of philately with distinction and honor. No dues shall be required of such memberships nor shall he be entitled to voting rights, and such memberships may be withdrawn by the Board at any time for good cause shown.

Section 4. A member charged with a violation of the Code of Ethics or Pledge shall be entitled to a fair hearing.

Section 5. Members who are adjudicated bankrupt, or shall have an assignment for the benefit of creditors, without paying the just claims of collectors for philatelic materials or of members of this Association, may be suspended or expelled from the membership by the Board after fair hearing.

Section 6. It shall constitute a ground for disciplinary action by the Board of Directors if a member of the Association is indicted for a crime, is suspended or expelled by a national philatelic organization such as the American Philatelic Society or American Stamp Dealers Association, etc, or fails to answer communications addressed to him or her by the Association or its duly authorized officers or appointees.

Section 7. The Board may censure, suspend, expel, or otherwise discipline a member found guilty, after fair hearing, of violating the Charter, By-Laws, Code of Ethics or Pledge of the Association.

#### **ARTICLE VIII. Dues and Fees**

Section 1. There shall be three classes of membership, as follows:

- A. Full-time regular members with dues set by the Board.
- B. Lifetime members with dues set by the Board.
- C. Honorary members with no dues.

Section 2. Initial payment of dues for new members will be prorated on a quarterly basis. Renewal notices will be mailed to current members in November for the following year's dues. All such dues are payable on the first day of January of the new year. Members failing to make such payments will be notified in writing in January, and if payment is not received by February first, they shall be dropped from the membership.

Section 3. The Board of Directors will establish dues and fees dealing with membership.

#### **ARTICLE IX. Amendments**

Section 1. By-Laws or amendments thereto may be proposed by the Board of Directors or by fifteen members acting jointly. Such By-Laws and amendments shall be published at least once in the Newsletter. Thereafter, the membership shall vote thereon and if approved, the same shall become effective the first day of the month following the publication of the results of the vote.