

# AAMS CONSTITUTION AND BYLAWS

Revised January 2003

## *Notice to AAMS Members*

The Board of Directors of the American Air Mail Society has reviewed and approved for submittal to the membership the following revision of the *Constitution and Bylaws* of the Society. It is a major revision and is submitted as a single complete document rather than a long series of changes to individual sections or sub-sections. This proposal is to be viewed as a whole and as one proposal. It will be submitted to the vote of the membership at the annual meeting of the Society to be held in conjunction with AIRPEX 2003 on September 13, 2003, in Dayton, Ohio.

## **Section 1. Name**

The name of this Society shall be the *AMERICAN AIR MAIL SOCIETY*, a non-profit corporation under the laws of the State of Ohio, incorporated therein on April 21, 1944.

## **Section 2. Object and Purpose**

### ***1. Object and Purpose***

The object and purpose of the Society shall be to further interest in the research, study, documentation and preservation of stamps, covers and postal history of aerophilately and related philately.

The *American Air Mail Society* will strive to maintain, support and finance informative, educational and documenting journals, books, catalogues and other publications that will keep members and the public advised of documents, stamps, covers and postal history discovered and recorded for present and future students of aerophilately, and to finance and support the preservation of all information and research for use by future generations.

### ***2. Non-Profit Status***

The *American Air Mail Society* is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent law.

## Section 3. Membership

### ***1. Open Membership***

Membership in the Society is open to all persons.

### ***2. Application for Membership***

An applicant for membership who is age 18 years or over shall provide two (2) satisfactory commercial references.

An applicant for membership who is under age 18 years must have an adult guarantor responsible for the minor's debts and obligations as a Society member until the member reaches age 18 years. The guarantor must make this guarantee in writing at the time the minor makes application for membership. The guarantor must provide the usual membership references for him/herself.

### ***3. Membership Report***

The Membership Secretary shall designate in the official reports each applicant who is under age 18 years.

### ***4. Eligibility for Office***

A member who is under the age of 18 years is not eligible to hold office in the Society.

### ***5. Publication of Application***

Before an applicant for membership is accepted, the applicant's name must be published once in the *Airpost Journal*. If any member objects to the applicant within one month from the date of publication, the Membership Committee shall, within three (3) months from the date of publication, review the application and make a recommendation to the Board of Directors to accept or reject it. The date of publication shall be the date of mailing of the *Airpost Journal* by its printer.

### ***6. Resignation***

A member may resign from the Society by written resignation submitted to the Secretary or de facto by non-payment of dues.

### ***7. Life Member***

A *Life Member* is a regular member in good standing who has either (1) paid the required fee for life membership or (2) paid the regular membership fee for thirty-five (35) years. A *Life Member* shall receive the full benefits of Society membership, including receipt of either the **Airpost Journal** or the **Jack Knight Air Log**, during his/her lifetime. A *Life Member* is not required to pay dues.

### ***8. Status of Membership***

The Society is at all times the sole and only judge of its membership and may terminate an individual's membership at any time for cause or at its pleasure. Termination of membership, other than for non-payment of dues, requires affirmative action of the Membership Committee and the Board of Directors.

## Section 4. Chapters and Units

### 1. *Chapter*

Five (5) or more members of the Society who reside in the same general area may associate themselves to form a *Chapter* of the Society. Any other philatelic organization having five (5) or more American Air Mail Society members may also become a *Chapter*.

No *Chapter* shall have voting power.

### 2. *Unit*

Five (5) or more members of the Society who are interested in the same aerophilatelic specialty may associate themselves to form a *Unit* of the Society.

No *Unit* shall have voting power.

Study units may publish regular reports or research articles in the **Jack Knight air Log**.

### 3. *Chapter or Unit Bylaws*

A *Chapter* or *Unit* may adopt any procedures or bylaws that are no inconsistent with the Constitution and Bylaws of the Society.

### 4. *Application*

To form a *Chapter* or *Unit*, the proposed group must submit an application for membership in the Society and provide all information requested by the Membership Committee.

## Section 5. Dues

### 1. *Prescription*

Membership dues for regular members and the fee for Life Membership shall be prescribed by the Board of Directors. The fee for Life Membership may not be less than twenty (20) times the fee for annual dues.

### 2. *Non-Payment*

A person shall be dropped from membership without further notice when his/her dues are more than one month in arrears.

### 3. *Chapter and Unit Dues*

A *Chapter* shall pay dues in the same amount charged regular members if it wishes to receive either the **Airpost Journal** or the **Jack Knight Air Log**. If neither publication is desired by the *Chapter*, the *Chapter* dues shall be one-half of the amount charged to regular members.

A *Unit* shall pay no dues and shall not receive either the **Airpost Journal** or the **Jack Knight Air Log**.

## **Section 6. Officers and Executive Committee**

### ***1. Officers***

The four officers of the Society are: President, Vice President, Secretary and Treasurer.

### ***2. Term***

Officers shall be elected every two (2) years and serve a two-year term or until their successors are selected and take office. Terms of office begin on January 1 of the year following an election. All officers may succeed themselves in office, provided: The President shall be limited to two successive terms.

### ***3. Executive Committee***

Together, the four Society officers comprise the Executive Committee. The Executive Committee shall administer all Society functions between the annual conventions and meetings and shall perform other duties as prescribed by these Bylaws. Three (3) votes are required for the Executive Committee to take action.

### ***4. Members of the Board of Directors***

The four officers shall serve as members of the Board of Directors.

### ***5. Compensation***

Officers may not receive any compensation for services in the performance of the duties of their offices but they may be reimbursed for any administrative expenses they may incur.

### ***6. Vacancy***

Any vacancy in an elective office, except for President, shall be filled until the next election by action of the Board of Directors at its first meeting after the vacancy arises.

## **Section 7. President**

### ***1. Powers and Duties***

The powers and duties of the President are:

- (a) Chair of the Board of Directors and the Executive Committee.
- (b) General supervisory powers over all matters pertaining to the Society, subject to approval of the Board of Directors or the Executive Committee when this approval is prescribed in these Bylaws.
- (c) Responsible for the general welfare of the Society. He/she shall consult with and make recommendations to the other officers and to appointees as to the conduct of their respective duties.
- (d) Perform all specific duties assigned to that officer by these Bylaws, the Board of Directors, the Executive Committee, or by vote of the Society membership.

(e) Make all appointments required by these Bylaws and also make other appointments of individuals or special committees as deemed necessary for the good of the Society.

***2. Ex-Officio Member of Society Committees***

The President shall be an ex-officio member of all Society committees.

## **Section 8. Vice President**

***1. Powers and Duties***

(a) Assists the President in the performance of his/her duties upon the request of the President.

(b) Chair of the Membership Committee.

(c) Responsible for Society publicity and Chapter coordination.

***2. Succession to Presidency***

In the event of the death, disability, resignation or removal of the President, the Vice President shall succeed to that office for the balance of the former President's term or until the end of the disability.

## **Section 9. Secretary**

The duties of the Secretary are:

(a) Conduct all routine correspondence of the Society.

(b) Take and record minutes of the meetings of the general membership, the Board of Directors and the Executive Committee.

(c) Countersign, register and attest all legal documents signed by the President.

(d) Serve as a member of the Membership Committee. The Secretary shall receive all complaints or charges against members, develop facts and full information from available sources and submit this material to the Membership Committee for its review.

## **Section 10. Treasurer**

### ***1. Duties***

The duties of the Treasurer are:

(a) Receive and take charge of all monies, property and securities of the Society, deposit receipts in a safe place in the name of the Society and make prudent investments of Society funds, subject to review by the Board of Directors.

(b) Pay all bills and obligations of the Society with Society funds.

(c) Make a full and complete annual financial report to the Board of Directors, which report shall be subject to the review and approval of the Board of Directors.

### ***2. Funds***

The Treasurer shall create, manage, direct investments and transactions, and dissolve various funds of the Society in keeping with the object and purpose of the Society and the principles of sound, prudent and generally accepted business, investment and accounting practices, subject to policy adopted by the Board of Directors.

The Treasurer shall recommend to the Board of Directors the creation or dissolution of designated funds, their intent and purposes, and policy and procedures for funds, and the Board of Directors shall act on such recommendations.

Subject to the above provisions, the following funds shall be established and maintained by the Society:

(a) *General Fund*: Operating fund of the Society.

(b) *Publications Fund*: Fund financing the publications of the Society pursuant to Bylaws Section 15.

(c) *Insurance Fund*: Fund established pursuant to Bylaws Section 19 (3).

(d) *Endowment Fund*: Gifts or bequests to the Society in the amount of \$1,000 or more shall be placed in this fund, to be used as determined by the Board of Directors consistent with the purposes of the Society.

### ***3. Audit***

The Treasurer, the President or the Board of Directors may call for an independent audit of the Society funds at any time. The auditor shall be recommended by the Treasurer or the President and shall be approved by the Board of Directors. All costs associated with an audit shall be borne by the Society.

## **Section 11. Past Presidents and Advisory Board**

### ***1. Past Presidents***

Upon completion of the elected term of office, each President of the Society shall be designated a "Past President." Past Presidents serve in that capacity for life, subject only to removal in case of membership lapse, resignation, conviction of a felony or for other cause as provided in these Bylaws.

### ***2. Eligibility for Office***

A Past President is eligible for any elective office except that of Vice President, provided: A Past President is not eligible for the office of President until two (2) years after the expiration of his/her prior term in that position.

### ***3. Advisory Board***

The Past Presidents collectively constitute the Advisory Board. The President or the Board of Directors may, as it deems advisable or necessary, request advice, counsel or assistance from the Advisory Board on specific questions, issues or policies being considered for the Society.

## **Section 12. Board of Directors**

### ***1. Compensation and Quorum***

The Board of Directors shall be comprised of nine (9) members as follows:

- Four (4) current officers of the Society
- Immediate Past President
- Four (4) directors-at-large

A quorum shall be five (5) members. A simple majority of the Board members present and voting is required to take action.

### ***2. Chair and Secretary***

The President is chair of the Board of Directors.

The Secretary shall serve as Secretary of the Board.

### ***3. Duties and Responsibilities***

The Board of Directors shall:

(a) Fill any vacancy in an elective office or on the Board, except for President, until the next election.

(b) Advise the President on all appointees when requested by that officer.

(c) Approve or reject the President's appointees to the positions of Membership Secretary, Editor of any Society publication, Publications Business Manager, Sales Department Manager, Auction Department Manager and any other positions as provided by these Bylaws.

(d) Prescribe the dues of the Society pursuant to Section 5 of these Bylaws.

(e) Approve or reject any nomination from the Awards Committee for the proposed recipient of any established major award of the Society pursuant to Bylaws Section 20 (3).

(f) Approve or reject proposed major expenditures of Society funds.

(g) Approve or reject major publications projects recommended by the Publications Committee.

(h) Review annually, and audit at its discretion, all financial records of the Society, including, but not limited to, those kept by the Treasurer, the Auction Department Manager, the Publications Business Manager and the Sales Department Manager.

(i) Review and approve nominees for office made by the Nominating Committee as prescribed in Section 13 of these Bylaws.

(j) Advise the President and the Executive Committee when it feels that an action of any officer is not in the best interest of the Society.

(k) Upon the President's request, review proposals being considered and render an opinion which is binding on the President's final action.

(l) Develop plans for the future growth and programs of the Society.

(m) Provide guidance, direction and oversight to the administration, management and operation of the Society in keeping with its stated purpose.

(n) Remove any member of the Board of Directors who is absent without excuse approved by the Board of Directors from two consecutive regular Board meetings, and in such event agree upon a replacement director to complete the unexpired term of the director so removed.

(o) Perform other duties as prescribed in these Bylaws.

#### ***4. Meetings***

The Board of Directors shall meet twice yearly, once during the annual convention and once at the annual meeting. The Chair may call other meetings as he/she feels necessary.

#### ***5. Action Without Meeting***

If Board action is required but it is not practical to hold a meeting, the Chair shall ask the Secretary to take a vote by mail or e-mail and the Secretary shall transmit the results to the Chair as soon as practicable.

## **Section 13. Elections**

### ***1. Time, Call for Nominations and Nominating Committee***

An election shall be held every odd-numbered calendar year.

On or before February 1 of the election year, the President shall issue a call for the nomination of officers and directors and shall appoint a Nominating Committee.

### ***2. Duties of Nominating Committee***

The Nominating Committee shall designate nominees for

- Each of the four offices of President, Vice President, Secretary and Treasurer
- Four Director-at-large positions

The Committee shall obtain consent to run for election from each nominee and then submit their names to the Board of Directors for review and approval.

After Board approval of the nominees and not later than April 1 of the election year, the Committee shall provide the names of all nominees to the Editor of the **Airpost Journal** for publication no later than in the May issue of that year.

### ***3. Nomination by Petition***

Members may nominate any other member, except as otherwise provided in these Bylaws, for any of the four officer or four director-at-large positions by a petition signed by twenty-five (25) members of the Society in good standing, to be delivered to the Secretary before August 1 of the election year.

### ***4. Ballots***

The Secretary shall place on the official ballot the names of all nominees for office or director. The Secretary shall provide each member in good standing with an official ballot by September 15 of the election year.

### ***5. Board of Elections***

The President shall appoint a Board of Elections to supervise the election and report its results.

### ***6. Voting***

Ballots must be executed, signed and returned to the Board of Elections on or before 7:00 PM Eastern Standard Time on October 25 of the election year. The voter may write on the ballot the name of any member in good standing for any officer or director position.

### ***7. Tie Vote***

In the event of a tie vote for any office, the current office holder shall remain in office and a run-off election shall be conducted as soon as possible to determine the successor.

### ***8. Certification of Election***

The Board of Elections shall certify the election results to the President and the Secretary by November 1 of the election year. The Editor of the **Airpost Journal** shall publish the election results in the December issue of the election year.

### ***9. Assumption of Office***

Newly elected officer and directors take office on January 1 of the year immediately following their election.

## **Section 14. Conventions and Meetings**

### ***1. Annual Convention and Annual Meeting***

The Society shall hold an annual Convention and an annual Meeting each year at times and places established by the Board of Directors, provided: The Board of Directors may cancel a Convention or Meeting due to conditions making it unsuitable to have the event.

### ***2. Convention and Meeting Invitations***

The President shall advise the Board of Directors of all invitations to hold the Society Convention or Meeting. If no suitable invitation is received for a Convention or Meeting, the Board of Directors shall select a site no later than two years in advance of the date.

## **Section 15. Publications**

### ***1. Publications***

The Society shall publish magazines, journals, books, catalogues, pamphlets and other publications to further the purposes of the Society.

### ***2. Official Journal***

The **Airpost Journal** shall be the official journal of the Society. All official notices to the members shall be published in the **Airpost Journal**.

### ***3. Editors***

The President shall appoint the Editor of the **Airpost Journal** and the editors of other Society publications, subject to the approval of the Board of Directors.

### ***4. Publications Business Manager***

The President shall appoint a Publications Business Manager, subject to the approval of the Board of Directors. The Publications Business Manager shall:

- (a) Administer the safekeeping, distribution and sale of Society publications.
- (b) Promptly remit all funds received to the Treasurer.
- (c) Keep the President and Treasurer informed on sales and inventory.
- (d) Annually submit a detailed report of Society publications activities to the

Board of Directors.

### ***5. Publications Committee***

There shall be an eight (8) member Publications Committee comprised of:

- Editor of the **Airpost Journal**
- Editor of the **Jack Knight Air Log**
- Editor-in-Chief of the **American Air Mail Catalogue**
- Treasurer
- Publications Business Manager
- Three (3) members appointed by the President, subject to the approval of the Board of Directors

The President shall designate one member of the Publications Committee as chairman.

The Publications Committee shall direct, organize and coordinate the Society's publications program. It shall review and study all proposed new publications, make recommendations concerning them and seek approval for their issuance from the Board of Directors.

## **Section 16. General Counsel**

### ***1. Appointment***

The President shall appoint a qualified attorney to serve as General Counsel for the Society.

### ***2. Duties***

The General Counsel of the Society shall:

(a) Provide legal advice and services upon request of the President, the Executive Committee or the Board of Directors.

(b) Serve on the Membership Committee.

## **Section 17. Membership Secretary**

### ***1. Appointment***

The President shall appoint a Society Membership Secretary.

### ***2. Duties***

The Society Membership Secretary shall:

(a) Receive membership applications, act upon applications in the manner prescribed in Section 3 of these Bylaws and admit applicants to membership.

(b) Give notice when dues are in arrears.

(c) Keep an accurate and up-to-date membership record.

(d) Prepare and submit a monthly membership report for publication in the **Airpost Journal**.

(e) Serve on the Membership Committee.

## **Section 18. Membership Committee**

### ***1. Composition***

The President shall appoint a Membership Committee comprised of:

- Vice President of the Society (who is chairman)
- Secretary of the Society
- Membership Secretary of the Society
- General Counsel for the Society
- Two (2) members in good standing

### ***2. Duties and Responsibilities***

The duties and responsibilities of the Membership Committee are:

(a) Responsible for the recruitment of new members, promotion of the Society and the development of membership.

(b) Upon request by the Membership Secretary, determines if an applicant has the necessary qualifications for membership.

(c) Receive from the Secretary summaries, facts and information on any charges against members, undertake their review and prepare reports and recommendations for the Board of Directors. All actions of the Membership Committee related to complaints are subject to the review and consent of the Board of Directors.

## **Section 19. Sales and Auction Departments**

### ***1. Departments***

A Sales Department and an Auction Department are created to assist members in exchanging or acquiring aerophilatelic material for research, education, documentation and preservation.

### ***2. Department Managers***

The President shall appoint a Sales Department Manager and an Auction Department Manager who shall administer these respective departments under rules and procedures established by the Executive Committee.

### ***3. Insurance Fund***

The revenues of both the Sales Department and the Auction Department shall be submitted to the Treasurer. The net revenues (after expenses) of these Departments shall be

placed by the Treasurer in a permanent *Insurance Fund* to cover, up to the amount in that fund, any loss of these Departments.

## **Section 20. Awards Committee and Coordinator**

### ***1. Committee***

A five-member Awards Committee shall be appointed by the President.

### ***2. Awards Coordinator***

The President shall designate one member of the Awards Committee as the *Awards Coordinator*. The *Awards Coordinator* serves as chairman of the Awards Committee and administers the Society's Awards Program.

### ***3. Awards***

The Society shall make various awards to promote the display and recognition of aerophilatelic material and literature at philatelic exhibitions and related events.

The Society may make major awards to both members and non-members in recognition of special service to aerophilately or to the Society in accordance with criteria established by the Board of Directors.

### ***4. Awards Program***

The Awards Committee shall, from time to time, make recommendations to the Board of Directors for revision of the structure and criteria of the Society's Awards Program. The Board of Directors shall review and accept, revise or reject the Award Committee's recommendation.

## **Section 21. Amendments**

### ***1. Proposals***

Proposed amendments to these Bylaws may be submitted to the membership by the Board of Directors or by petition of at least twenty-five (25) members eligible to vote thereon at the next annual meeting or convention.

### ***2. Submittal***

All proposed amendments must be submitted with proper verification to the Secretary at least six months prior to the annual meeting or convention in order to be published in the **Airpost Journal**.

### ***3. Notice***

Notice of proposed amendment(s) of the Bylaws shall be provided to the membership by publication one (1) time in the **Airpost Journal** at least thirty (30) days in advance of the meeting or vote. The notice shall contain the substance of the proposed change.

### ***4. Approval Requirement***

These Bylaws may be amended by a two-thirds (2/3) vote of the members present and voting in person or by proxy at the annual convention or annual meeting of the Society, or by a two-thirds vote of the members voting by mail if no annual convention or annual meeting is held.

## **Section 22. Dissolution of Corporation**

### ***1. Disposition of Assets***

Upon the dissolution of this corporation (American Air Mail Society) for any cause whatsoever, the Board of Directors shall dispose of all corporate assets to any corporation or other organization operating exclusively for perpetuating the collection, research, education or documentation of information on aerophilately or other related philatelic and postal history. The recipients of assets by dissolution of the American Air Mail Society must be recognized by the Internal Revenue Service as non-profit corporations or organizations under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent law.

### ***2. Approval of Dissolution and Disposition Plan***

Any plan, method or manner of dissolution or disposition of assets of the American Air Mail Society shall be subject to written approval of the Board of Directors, the President and the Executive Board.

### ***3. Benefits to Members***

No assets of the American Air Mail Society shall accrue to any individual Society officer, director or member in the event of the dissolution of the Society.