

Certificate of Incorporation

As Amended

The Constitution and By-Laws

As Adopted

By

The Collectors Club of N. Y.

December 13, 1939

AMENDED ARTICLES OF INCORPORATION

CERTIFICATE OF EXTENSION OF PURPOSES AND POWERS, INCREASE OF NUMBER OF DIRECTORS (REFERRED TO AS GOVERNORS), AND CHANGE OF TIME OF ANNUAL MEETING IN CERTIFICATE OF INCORPORATION OF THE COLLECTORS CLUB, PURSUANT TO SECTION THIRTY OF THE MEMBERSHIP CORPORATIONS LAW.

We, ARTHUR W. DEAS, President, and PAUL F. BERDANIER, Secretary, of The Collectors Club, a membership corporation certify:

1. The name of the corporation under which its certificate was originally filed is The Collectors Club, and its name has not been changed.

2. The certificate of incorporation was filed in the office of the Secretary of State of the State of New York on the 14th day of December, 1896, and recorded with the Clerk of the New York Supreme Court for New York County on the 15th day of December, 1896.

3. The purposes and powers of the corporation to be eliminated are:

The maintenance of reading and assembly rooms; the promotion of social intercourse among its members; the encouragement of the best interests of philately by mutual improvement in and the dissemination of literary and historical knowledge relating thereto by all proper means, and for other lawful literary, social, and historical purposes.

The purposes and powers to be substituted for the foregoing are the following:

The particular purposes and powers of the Club are: The promotion of social intercourse among its members; the encouragement of the best interests of philately by mutual improvement in and the dissemination of literary and historical knowledge thereof; the authorization, sponsorship of, and the consent to philatelic exhibitions and displays, either in its own name or in the name of others, on its premises or elsewhere, the proceeds, if any therefrom not to be paid in dividends to any person or any corporation but to be applied by the Governors for the improvement and maintenance of the institution provided for herein and for the general development of philately; the acquisition and maintenance of a club house, reading and assembly rooms and library; the receiving and holding by grant, gift, purchase or devise, and the disposition and conveyance of real and personal property, subject to such limitations as the law may prescribe, and as these purposes may require for the benefit of the members, but, in no instance, for pecuniary profit.

4. The territory wherein the operations of the corporation are conducted principally is unchanged.

5. The number of directors (referred to as Governors) previously authorized is nine. This number is increased by eliminating the provision of the certificate reading as follows: "the number of directors to manage said club shall be nine"

And by substituting therefor the following provision:

The number of directors shall be twelve, and by a two-thirds vote of the whole number of directors they may appoint individual trustees, of any or all of the property of the corporation, and confer upon such trustees such of the powers, duties or obligations of the directors in relation to the care, custody, and management of such property as may be deemed advisable,—such trustees not to exceed three in number, at any one time, and to serve for such term or terms as designated by the directors, the directors having the power to remove a trustee from office at any time with, or without, cause.

6. The time previously fixed for the annual meeting of this corporation is the second Wednesday in December. The time when the annual meeting is hereafter to be held is the second Wednesday in January.

IN WITNESS WHEREOF we have made and subscribed this certificate

ARTHUR W. DEAS,
President.

PAUL F. BERDANIER,
Secretary.

CONSTITUTION AND BY-LAWS

Adopted at the Annual Meeting of December 13th, 1939

CONSTITUTION

ARTICLE I. *Name*

The name of this organization shall be THE COLLECTORS CLUB.

ARTICLE II. *Members*

Section 1. The members of the Club shall be such persons as shall be elected by the Board of Governors.

Section 2. The classes of members shall be Honorary, Life, Resident, Non-resident and Junior.

ARTICLE III. *Governors*

Section 1. The affairs of the Club shall be managed and controlled by a Board of Governors in accordance with this Constitution and By-Laws.

Section 2. The Board of Governors shall consist of twelve (12) members, four (4) of whom shall be elected each year to serve for a period of three (3) years.

Section 3. Immediately after the effective date of the amended Certificate of Incorporation, by which the Board of Governors is increased from nine (9) to twelve (12) members, the additional three (3) members shall be chosen by a majority vote of the Board of Governors. The new Governors thus chosen shall serve respectively one (1), two (2), and three (3) years. Thereafter, at each annual meeting four (4) Governors shall be elected by a plurality of the votes cast, to serve for a full period of three (3) years.

Section 4. The Board of Governors shall have the power to fill all vacancies that may occur in its body, by a majority vote of that Board. The Governor so chosen shall hold office until the next annual meeting, when there shall be elected in the usual way, a Governor to fill the unexpired term.

Section 5. The Board of Governors at their first meeting after each annual meeting shall elect from among their number a President, a Vice-President, a Secretary, and a Treasurer, who shall hold office for one year or until their successors are elected.

Section 6. The Board of Governors, shall have the power to elect or appoint other than members of the Board, as Assistant to any of the elected Officers, without the officer's powers, with definite designation of duties and at compensation, if any, to be determined at time of appointment.

Section 7. The Board of Governors shall have the power and authority to receive and hold by purchase, grant, gift or devise, real and personal property for the Club and by a two-thirds vote of the whole number of Governors, may accept deeds of trusts, and may appoint individual trustees for any or all of the property of the Club, and confer upon such trustees as much of the powers and obligations of the Governors in relation to the care, custody or management of such property as may be deemed advisable. Such trustees shall not exceed three in number at any one time, and shall serve for such term or terms as may be designated by the Board of Governors, but not to exceed a period of five years.

ARTICLE IV. *Officers and Duties*

Section 1. The PRESIDENT shall preside at all meetings of the Club and the Board of Governors. He shall designate all appointees and all standing committees and such special committees as may from time to time be required and shall be ex-officio a member of all committees. He shall execute in behalf of the Club all contracts and other papers upon instructions from the Board of Governors.

Section 2. The VICE-PRESIDENT in the absence of the President, shall perform all the duties of the President and act in his place. The Secretary and Treasurer in order named shall act in place and stead of the President if he and the Vice-President be absent.

Section 3. The SECRETARY shall keep a record of all the meetings of the Club and of the Board of Governors in books belonging to the Club and provided for that purpose. He shall be the corresponding officer of the Club, give all notices of meetings of the members and of the Board of Governors, and shall keep all other records of the Club, and shall in general perform all other duties incident to his office.

Section 4. The **TREASURER** shall have charge of the finances of the Club, subject to the direction of the Board of Governors. He shall have the custody of all gifts and funds which have been or may be deeded or given to the Club, other than those which may be placed under the control and administration of the Trustees, he shall hold the same in such manner as may be determined by the Board of Governors. He shall pay bills only against vouchers approved by the President or such other person as may be authorized by the Board of Governors. He shall keep such vouchers in a file open to the examination of any member of the Board of Governors. All such monies received by the Treasurer, he shall keep in such bank or banks as shall be designated for that purpose by the Board of Governors. He shall issue bills for all amounts due the Club and shall keep proper accounts in books belonging to the Club and provided for that purpose. At annual meetings or at such other times as the Board of Governors direct he shall render a report of these accounts. He shall furnish a bond at the expense of the Club in such sum as the Board of Governors may require.

Section 5. At any meeting of the Board of Governors when all the officers may be absent any Governor may be elected to act as Chairman of that meeting.

ARTICLE V. *Removal of Officers*

Section 1. The Board of Governors, with or without cause, by a two-third vote of its full membership, may remove any Trustee, Governor, officer, or member of any committee. Such action when for cause shall only be taken after a ten days notice in writing shall have been mailed to such Trustee, Governor, officer or committee man, together with a copy of the charges and a date set at which he may appear before the Board of Governors and have a hearing on the charges. The person preferring the charges shall also be required to be present.

ARTICLE VI. *Suspension and Expulsions of Members*

Section 1. Any member of the Club, for cause, may be suspended by a majority vote of the Board of Governors for such period as the Board of Governors may deem proper.

Section 2. Any member of the Club, for cause, may be expelled by a two-third vote of the Board of Governors. Such action shall only be taken after a ten days notice in writing shall have been mailed to the member together with a copy of the charges and a date set at which he may appear before the Board of Governors and have a hearing on the charges. The person preferring the charges shall also be required to be present.

ARTICLE VII. *Meetings*

Section 1. The annual meeting of the Club shall be held on the second Wednesday in January.

Section 2. There shall be two regular meetings of the Club in each of the months from October to June inclusive, on such days as the Board of Governors shall fix.

Section 3. A special meeting of the Club may be called by the Board of Governors or written request of at least seven members addressed to the President and stating the object or reason for calling such meeting. Written notice shall be mailed to the members entitled to a vote, at least five days before holding the meeting.

Section 4. A quorum at any meeting of the Club shall be twenty-five voting members in good standing.

ARTICLE VIII. *Cessation of Property Interest*

Section 1. All right, title and interest, both legal and equitable, of a member in and to the property of the Club shall cease and determine in the event of any of the following, (a) The expulsion of such member, (b) The striking of his name from the roll of members, and (c) his death or resignation.

ARTICLE IX. *Amendments*

This Constitution may be amended at any annual, regular or duly and properly called special meeting of the Club, at which the required quorum of twenty-five (25) members shall be present, by a vote of two-thirds of the members present and voting, provided that written notice of proposed amendment shall have been posted on the Bulletin Board for a period of at least thirty (30) days preceding said meeting and a copy of the proposed amendment shall have been mailed to each voting member of the Club at least fifteen (15) days before said meeting.

BY-LAWS

ARTICLE I. *Members*

Section 1. HONORARY MEMBERS shall be such persons as the Board of Governors may deem deserving of such honor, elected by the whole Board. Honorary members shall not pay dues but shall be entitled to all privileges of Club membership excepting the right to vote or hold office.

Section 2. LIFE MEMBERS shall be such members as may qualify under Article III hereof. They shall be entitled to all of the privileges of Resident members.

Section 3. RESIDENT MEMBERS shall be such persons as may reside, have a business address or be employed in the Greater City of New York, or in Jersey City, Hoboken, Weehawken and Union City, New Jersey.

Section 4. RESIDENT MEMBERS may be considered in two classes for the determination of dues, viz:—

- Class A Those over thirty-five years of age,
- Class B Those under thirty-five years of age.

Section 5. NON-RESIDENT members shall be such persons who reside and are employed entirely outside of the areas mentioned in Section 3 above. Should a Non-Resident's qualification change to that of a Resident member, he shall be transferred to that classification forthwith.

Section 6. Officers of the Army and Navy of the United States, either active or retired and Ministers of established Churches may be elected as Non-Resident members.

Section 7. Any member may change the classification of his membership from RESIDENT to NON-RESIDENT or from NON-RESIDENT to RESIDENT, upon application to and approval of the Board of Governors and subject to such adjustment as the Board of Governors shall decide.

Section 8. JUNIOR members shall be the sons or daughters of members of any classification, provided they shall have attained the age of fourteen (14) years. Junior members may retain that classification until they become twenty-one (21) years of age, when their junior membership shall cease and their membership be transferred to the regular RESIDENT or NON-RESIDENT classification.

Section 9. No person under the age of twenty-one (21) years of age shall be eligible for membership, excepting in the case of JUNIOR MEMBERS, as set forth in Section 8 above.

Section 10. The decision of the Board of Governors in the determination of the eligibility of any applicant for any class of membership shall be final.

ARTICLE II. *Membership Privileges*

Section 1. LIFE and RESIDENT members in good standing shall be the only members entitled to vote at any meeting of the Club, to hold office or to have and hold any fiduciary interest in the property or assets of the Club.

ARTICLE III. *Life Membership*

Section 1. LIFE MEMBERSHIP fee shall be twenty times the maximum Resident membership dues.

Section 2. The fund received from LIFE membership fees shall be a permanent investment for the Club, and must be invested by the Treasurer as may be determined by the Board of Governors. The interest received from such investments may be applied to the regular revenues of the Club.

ARTICLE IV. *Initiation Fees*

Section 1. The initiation fee for members shall be such sum as may be fixed and determined by the Board of Governors.

ARTICLE V. *Annual Dues*

Section 1. The annual dues for RESIDENT MEMBERS shall be

- (a) For those over thirty-five (35) years of age, twenty-five (25) Dollars.
- (b) For those not yet thirty-five (35) years of age, twelve and one-half (12.50) Dollars.
- (c) When a member shall become thirty-five (35) years of age he shall pay dues at the maximum rate at the first of the following year.

Section 2. The annual dues for NON-RESIDENT MEMBERS shall be five (5.00) Dollars.

Section 3. The annual dues for JUNIOR MEMBERS shall be three (3.00) Dollars.

Section 4. All dues shall be payable in advance:—

- (a) For all members on the rolls at the end of the year, the dues shall be billed and payable January 1, of each year.
- (b) For members elected during the year, the dues shall be billed and payable on the first of the month following the date of election, on the basis of one twelfth (1/12) of the annual dues, in round figures, for each of the remaining months of the year.

Section 5. Any member in default in payment of dues for a period of more than sixty (60) days may be suspended or expelled by the Board of Governors.

Section 6. From all dues paid there shall be set aside and paid as a subscription to the COLLECTORS CLUB PHILATELIST the sum of two (2.00) Dollars for dues paid for the entire year, and prorated portion for dues paid for part of year.

ARTICLE VI. *Rules for Admission*

Section 1. Every applicant for admission to the membership of the Club must be proposed in writing by one member and seconded by another member.

Section 2. Accompanying the written application for membership shall be letters from the proposer and seconder stating the qualifications of the proposed new member. Where the proposer is a member of the Board of Governors, letters may be dispensed with. For Junior membership the letter from the proposer and that from the seconder shall not be required.

Section 3. Applications shall be posted on the Bulletin Board of the Club for a period of thirty days and shall be submitted to the Board of Governors at their first meeting thereafter.

Section 4. Members shall be elected by the Board of Governors.

Section 5. Two negative votes by the Board of Governors shall exclude an applicant from admission to the Club.

Section 6. Within thirty (30) days after notification by the Secretary of election an applicant must signify his assent to the Constitution and By-Laws, and pay the initiation fees and dues, otherwise he shall be deemed to have declined the membership.

ARTICLE VII. *Governors*

Section 1. The Board of Governors shall hold regular meetings once a month. Meetings for months of July and August may be omitted.

Section 2. Special meetings may be called by the President and shall be called upon the request of three (3) Governors. A written notice of Special Meetings shall be given at least two (2) days prior to the holding thereof.

Section 3. Only Life and Resident members shall be eligible to be elected as Governors.

Section 4. A quorum shall be five (5) Governors.

Section 5. Any Governor absent from four (4) consecutive meetings without proper excuse may be dropped by the vote of the Board of Governors, but by not less than five (5) affirmative votes.

ARTICLE VIII. *Committees*

Section 1. There shall be the following standing Committees:

1. House Committee
2. Library Committee
3. Membership Committee
4. Program Committee
5. Publicity Committee
6. Audit Committee

Section 2. There shall be such other committees as the Board of Governors may from time to time determine to be necessary.

Section 3. All committees shall be appointed by the President, to whom they shall report and of which he shall be an ex-officio member.

Section 4. All standing committees shall serve for a period of one year and until their successors are appointed.

Section 5. The committees shall perform such duties as their titles indicate and shall promulgate such rules and regulations as they may prescribe, subject to the approval of the Board of Governors.

ARTICLE IX. *Library and Library Funds*

Section 1. The ownership of the Library shall be vested in the Club and under control of the Board of Governors, subject to such deeds and gifts as may be in effect or come into being.

Section 2. The Club shall maintain a separate and permanent fund to be known as the "J. BRACE CHITTENDEN MEMORIAL FUND." In the event of the dissolution of the Club the monies then remaining in this fund shall be transferred to the assets of the Club. In the meanwhile, the principal of this fund shall be invested in such manner as approved by the Board of Governors.

Section 3. The interest on this fund shall be available only for the purchase of new material and the preservation and maintenance of the existing material in the Library.

Section 4. The Club may set aside and transfer to the credit of the Library fund a portion of its annual dues, which shall be used only for permanent fixtures or improvements of the Library. The unexpended balance at end of the fiscal year, shall be transferred to the principal of the "J. BRACE CHITTENDEN MEMORIAL FUND."

Section 5. The library shall be under the care and supervision of a committee who shall be appointed by the President, to serve for one year and thereafter until their successors are appointed.

Section 6. One of this Committee shall be designated as the Librarian.

Section 7. The Librarian and the Committee shall make rules and regulations for the ordinary use of the Library, subject to approval of the Board of Governors.

ARTICLE X. *House and Replacement Fund*

Section 1. The Club House and Real Estate shall be maintained as property of the Club and in charge of the Board of Governors.

Section 2. The Club shall set up and maintain a separate and permanent fund to be known as "HOUSE REPLACEMENT FUND."

Section 3. This fund shall be a sum of money not less than 12½% of the assessed valuation for taxable purposes.

Section 4. The money of this fund shall be invested in accordance with the approval of the Board of Governors.

Section 5. The money of this fund shall only be expended for additions to the property—legal assessments or extraordinary repairs and then only upon the approval of not less than two-thirds of the entire Board of Governors.

Section 6. If and in case the fund is reduced below the limit set in Section No. 3, then the fund shall receive the interest on investments, and an amount equal to 3% of the annual dues received, until the required percentage amount of the fund has been restored.

ARTICLE XI. *Publications*

Section 1. The Board of Governors shall have the power to originate and continue such publications as they may deem required for the best interests of the Club and the advancement of Philately, and shall make such rules for the production of, and such prices, as they may deem sufficient for these publications.

Section 2. The Editor or Managing Agent of such publications shall be appointed by the President, under such designation of duties, privileges and compensations as the Board of Governors may determine and fix.

ARTICLE XII. *Fiscal Year*

Section 1. The fiscal year shall be the calendar year.

ARTICLE XIII. *Nominations*

Section 1. The President shall each year, at least six (6) weeks before the date of the annual meeting, appoint a NOMINATING COMMITTEE to consist of five (5) members who are not at the time members of the Board of Governors.

Section 2. The Nominating Committee shall at least thirty (30) days prior to the coming annual election notify the Secretary in writing of the nomination for each of the vacancies about to occur in the Board of Governors because of terms of office expiring.

Section 3. The Nominating Committee shall also post a copy of their nominations on the Bulletin Board at least thirty (30) days prior to the coming annual meeting.

Section 4. Seven or more members may nominate members for election to the Board of Governors, by written notice to the Secretary at least twenty-five (25) days prior to the coming annual meeting, which names shall be promptly posted on the Bulletin Board by the Secretary.

ARTICLE XIV. *Voting*

Section 1. All voting shall be in person, or by proxy.

Section 2. Only LIFE and RESIDENT members in good standing shall be entitled to vote.

Section 3. The result of all voting shall be determined by a majority vote of all votes cast, except where otherwise specially provided.

ARTICLE XV. *Order of Business*

The order of business of all Meetings shall be, unless voted otherwise

1. Roll Call
2. Reading of Minutes
3. Communications
4. Reports
5. Unfinished business
6. New Business
7. Elections, (if any)
8. Adjournment

ARTICLE XVI. *Amendments*

Section 1. These By-Laws may be amended at any annual, regular or duly called special meeting of the Club at which the required quorum of twenty-five (25) members qualified to vote shall be present, by a majority vote of the members present and voting, provided that a notice of the proposed amendment shall have been posted on the Bulletin Board of the Club for a period of at least thirty (30) days prior to the meeting and a copy of proposed amendment mailed to each and every voting member of the Club at least fifteen (15) days before the meeting.