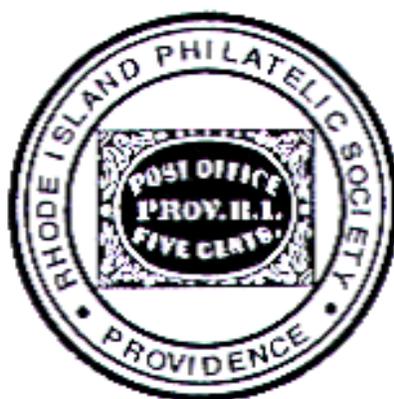


Rhode Island Philatelic Society

Constitution and By-Laws

Amended in its entirety and approved on February 4th 2017, in the 132nd year since its organization



Charter Members

- #1 Alfred Dawson
- #2 John B. Calder
- #3 Edward B. Hanes
- #4 George H. Wood
- #5 Charles F. Rothfuchs
- #6 Irving W. Cox
- #7 Charles G. Calder
- #8 Martin S. Fanning
- #9 Jeremiah F. Browning
- #10 William G. Nightingale

America's Oldest Philatelic Organization - Founded February 2nd 1885

Presidents of the Rhode Island Philatelic Society

1. John B. Calder	1885	36. Merton P. Mott	1953-1954
2. Edward B. Hanes	1886-1887	37. Henry J. Oatley	1955-1956
3. George H. Wood	1888	38. Hugh E. Geddes	1957-1958
4. Frank F. Olney	1889	39. Livingston B. Reuter	1959-1960
5. Alfred Dawson	1890-1891	40. Brenton B. Thurston	1961-1962
6. Harris W. Brown	1892	41. Fred J. Palmer	1962-1963
7. George H. Wood	1893	42. Edward O. Leccese	1964-1965
8. Alpheus B. Slater	1894	43. Walter E. Charland	1966-1967
9. Frank E. Newbury	1895-1897	44. Joseph M. Liguz	1968-1969
10. William C. Elliott	1898	45. Raymond L. Gaillaguet	1970-1971
11. Alfred Dawson	1898-1901	46. John D. Richardson	1972-1973
12. Fred M. Mason	1902-1904	47. Paul N. Dargie	1974-1975
13. William H. Congdon	1905	48. James W. Plunkett	1976-1977
14. Arthur R. Perry	1906	49. Ivar W. Gustafson Jr.	1978-1980
15. Joseph B. McIntyre	1907-1908	50. John J. Perrino	1981-1982
16. Wendell A. Mowry	1909-1910	51. Bruce Formhals	1983-1984
17. Bertrand A. Webber	1911-1914	52. Kenneth J. Woodbury	1984-1985
18. Robert F. Chambers	1915-1916	53. Val Guy Moreau	1986-1987
19. Charles S. Reynolds	1917-1918	54. David L. Smith	1987-1988
20. Robert S. Emerson	1919-1920	55. William F. Turner	1989-1991
21. E. Tudor Gross	1921-1922	56. Jean K. McKenna	1992-1994
22. William H. Colwell	1923-1924	57. Stephen I. Frater	1995-1997
23. Joseph W. Lewis	1925-1926	58. David A. Vandette	1998-2000
24. Albert W. Claflin	1927-1937	59. Richard Howland	2001-2002
25. Colin MacR. Makepeace	1938-1939	60. Thomas Greene	2003-2004
26. J. Fred Burrows	1940	61. Shawn Pease	2004-2006
27. John B. Kilton	1941	62. Peter K. Bertsch & Dolores Carbonetti	2006-2007
28. A. Edgell Duffy	1942	63. Chester Browning	2008-2010
29. Arthur B. Jackson	1943-1944	64. Michael S. Imbruglia	2010-2017
30. C. Leslie Cordery*	1945	65. Ronald Keach	2017-present
31. Edward B. Pilling	1945		
32. Ralph L. Stuntzner	1946		
33. Myron W. Finch	1947-1948		
34. Henry W. Turgeon	1949-1950		
35. Donald K. Knee	1951-1952		

* Mr. C. Leslie Cordery, who at the 1945 Annual Meeting was elected President of the Society, died in early March of the same year. At a meeting of the Executive Committee on March 20, 1945, Mr. Edward B. Pilling was elected President.

RHODE ISLAND PHILATELIC SOCIETY

CONSTITUTION AND BY-LAWS

Organized February 2nd 1885

By-Laws originally adopted December 15th 1936

Revised January 2nd 1951, August 19th 1969, November 4th 1986 and June 2nd 2009

Amended and approved in its entirety on February 4th 2017

Supplement including a membership listing to January 15, 2022 included as an appendix

FOUNDERS OF THE SOCIETY

JOHN B. CALDER
ALFRED DAWSON
CHARLES G. CALDER
MARTIN S. FANNING
J. P. BROWNING

GEORGE H. WOOD
CHARLES F. ROTHFUCHS
EDWARD B. HANES
W. IRVING COX
WILLIAM G. NIGHTINGALE

OFFICERS FOR 1885

PRESIDENT..... JOHN B. CALDER
VICE-PRESIDENT..... GEORGE H. WOOD
TREASURER..... CHARLES F. ROTHFUCHS
SECRETARY AND LIBRARIAN.....ALFRED DAWSON

EXECUTIVE COMMITTEE

EDWARD B. HANES
CHARLES G. CALDER
CHARLES F. ROTHFUCHS

The first regular meeting of the Rhode Island Philatelic Society was held on February 2nd 1885, at the home of Edward B. Hanes, located at the time, on the left side of lower Broadway in Providence. From this beginning it has become the oldest Stamp Society in continual existence in the United States

Leading up to this first meeting as an organization an interesting letter has been received from one of the Charter Members, as follows: "For one year, 1882, I was in the registry department of the Providence Post Office, and began to collect postage stamps. A Mr. Alfred Dawson was at that time working for one of the Providence banks and used to come in and sign for the bank's letters. I found out that he to was collecting and possessed quite a large collection. Mr. Dawson knew a few other collectors and soon we began to meet evenings for the purpose of trading. Some who had no duplicates wanted to buy those of some of the others and as this was agreeable to all, it was not long before this small group had some money and thought it best to form a society with a treasurer. This was not done until after I had left the Post Office and moved from Providence. I used to go to Providence and meet with the other members and was with them when the Society was duly formed." The original letter or agreement signed by all the Charter Members whereby they all decided that a Philatelic Club or Society should be formed, and that they were willing to become members is dated January, 1885 and preceded by one month the actual formation of the Rhode Island Philatelic Society.

Its formation by the ten signers of the above agreement, these being the Charter Members, whose names are listed, was announced in a news item in the Providence Journal as follows: "POSTAGE STAMP COLLECTORS. Philatelists will be pleased to learn that a Philatelic Society was organized, under the name of the 'Rhode Island Philatelic Society', on the 2nd inst."

ARTICLE I

Name and Objectives

Section 1. - Name and Objectives - This society shall be known as the "Rhode Island Philatelic Society, Inc.". Its objectives are declared to be the acquisition and dissemination of knowledge pertaining to the postage, revenue and other stamps of all nations, and their history; the furtherance of the true interests of Philately; the promotion of fraternal relations between philatelists and such matters as the Society may deem worthy of its attention.

Subject to limitations provided by law of the Articles of Incorporation, these By-Laws, as amended from time to time, shall contain the provisions for regulation and management of the affairs of the Rhode Island Philatelic Society (hereafter referred to as the "Society").

All references herein to the Rhode Island Non-Profit Corporation Act or the Articles of Incorporation shall be construed to mean the Rhode Island Non-Profit Corporation Act or the Articles of Incorporation of the Society as they may be amended from time to time.

ARTICLE II

Membership, Dues and Fiscal Year

Section 1. - Members

1. **Eligibility** - Any person eighteen years of age or older may be elected as an Active member, and any person under eighteen years of age may be elected a Junior member of the society by a majority vote of the members present at any regular meeting, provided such person shall have been proposed for membership at a previous meeting and his/her application approved by a member of the Executive Committee.
2. **Classes** - There shall be five (5) classes of membership, Active, Junior, Paid-Up Life, Honorary, and Conferred Life. Honorary (not a member) or Conferred Life (a member) membership, may be granted by a majority vote of the members present at any regular meeting upon such persons as have rendered especially meritorious service to the Society or to Philately; provided such person(s) has/have been recommended for such membership by the unanimous vote of the Executive Committee. A junior member shall become an active member upon becoming eighteen years of age.

Honorary or Conferred Life members shall be entitled to all privileges of membership, however; honorary member(s) will not have the right to a vote nor to hold office in the Society.

3. **Applications** - Applications for Active and Junior membership shall be upon printed or digital forms supplied by the Secretary, must be signed by the applicant and a member of the Society in

recommendation of the applicant, and accompanied by the quarterly pro-rata annual dues for the balance of the first year.

4. **Annual Dues** - Annual dues for each class of membership shall be fixed from time to time by the Executive Committee, provided however, that Honorary and Conferred Life members shall pay no annual dues. The annual dues for junior members shall not be more than one-third of the amount fixed for the annual dues of Active members, rounded up the next whole dollar.
5. **Special Assessment** - Upon recommendation of the Executive Committee a Special Assessment may be made upon all members (except Honorary and Conferred Life) members at any time by a vote of the majority of the members present at any regular meeting, provided notice of each assessment shall have been given at a previous meeting and sent in writing to all members of the Society with the regular notice of the meeting.
6. **Life Membership** - Lifetime memberships are available to Active members and may be conferred upon payment of a lump sum equal to twenty (20) times the annual dues then in effect. Such sums shall be invested by the Treasurer in a separate account for the Society, and the annual income shall be included in the general revenue of the Society.
7. **Fiscal Year** - The fiscal year of the Society shall end on December 31st of each year, or such other date as the voting members may approve.
8. **Resignations** - No resignation shall be accepted from any member who is in arrears to the Society.

ARTICLE III

Officers

Section 1 - Officers - The officers of this Society shall consist of a President, Vice President, Secretary, Treasurer, Librarian and Immediate Past President. The Immediate Past President will be a ceremonial office and therefore non-elected. They shall be elected annually at the annual meeting of the Society in March and shall hold office until their successors are duly elected.

Section 2 - Job Descriptions

1. **President** - The President shall be the chief executive officer of the Society, shall have general supervision over all officers and committees and shall, if present, preside at all meetings of the Executive Committee and members. He/she shall annually appoint an Auditing Committee of two (2) members to audit the books of the Treasurer, an Auction Committee not to exceed three (3) members and all other committees whose appointment is not provided herein. He/she shall have general and active management of the affairs of the Society, perform all duties incident to his/her office and shall have such other powers and duties as may from time to time be assigned to him/her by the Board of Directors.
2. **Vice President** - The Vice President, in the absence of the President, shall preside over all meetings of the Society and the Executive Committee and shall assist the President in the discharge of his duties, as the President from time to time may request. The Vice President shall be next in line of succession in the event of the permanent inability of the President to serve and will serve out the remainder of the President's term until a new President is duly elected. In the absence of the President and the Vice President, a temporary chairman of the meeting may be elected by the members present to preside.

3. **Secretary** - The Secretary shall keep a record of all proceedings of the Society and the Executive Committee and shall conduct and preserve the correspondence of the Society. The Secretary shall give notices for all meetings of the Executive Committee and members when directed so to do, and shall have charge of the minutes and other records of the Society. When in attendance, the Secretary shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings. The Secretary shall perform all duties incident to his/her office or that are properly required of him/her by the Society; including receiving and sending Society correspondence.
4. **Treasurer** - The Treasurer shall have the care and custody of all the funds, securities and investments of the Society and shall deposit the same in the name of the Society in such bank or banks or with such depository or depositories as the Board may direct. He/she shall receive and disburse all funds of the Society and shall keep or cause to be kept proper books of account or accounting records which shall be at all times open for inspection by any of the officers of the Society or members of the Executive Committee or by any other person or committee appointed for the specific purpose of examining or auditing such books; he/she shall sign such contracts, documents or instruments in writing as require his/her signature and shall perform all duties incident to his/her office or that are properly required of him/her by the Board. The Treasurer is responsible for presenting an annual financial statement to the Society. He/she shall be responsible for filing State/Federal forms, including an annual report and tax forms.
5. **Librarian** - The Librarian shall be responsible for the Society's library and its holdings. It shall be the responsibility of the Librarian to purchase books, periodicals and digital material that will benefit all the members of the Society. The Librarian shall keep complete records of any loaned material and will provide an inventory of the library's holdings on an annual basis to the Executive Committee.
6. **Immediate Past President** - The Immediate Past President shall be a member of the Executive Committee and may vote in all matters pending before the Committee. The Immediate Past President shall, on an ad hoc basis, assist the President and the Executive Committee in an advisory capacity, giving the benefit of experience.

Section 3 - Changes in Status

1. **Resignations** - Any officer of the Society may resign at any time by giving written notice to the Executive Committee, the President, Vice President, Treasurer and/or Secretary. The resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of the resignation shall not be necessary to make it effective.
2. **Removal** - At any regular meeting or special meeting of the Executive Committee or the Society properly called for the purpose, any Officer may be removed with cause by the Society. Any Officer whose removal has been proposed shall be given an opportunity to be heard at such meeting.
3. **Vacancy** - Any vacancy in the Executive Committee caused by death, resignation, removal, disqualification, or any other cause, may be filled by the remaining members of the Executive Committee then in office. This action may be taken at any regular or special meeting of the Executive Committee, including the meeting at which such vacancy may arise; a quorum is not necessary. Each officer or At-Large member so elected shall hold office until the next Annual Meeting of the Society.

ARTICLE IV

Committees

Section 1. - Committees

1. Executive Committee - There shall be an Executive Committee comprised of eight (8) members, the President, Vice President, Treasurer, Secretary, Librarian and the Immediate Past President, plus two members at large elected by the members of the Society. In the event of a vacancy in an officer position or a member-at-large position, the remaining members of the Executive Committee may elect one of their number for an open officer position and any member to serve as an at-large member, provided that such elections are only for the period until the next Annual Meeting.

2. Meetings - The Executive Committee shall meet no less than two (2) times during the fiscal year of the Society. The President, or in the absence of the President, the Vice President shall fix the time and place for the meetings. At these meetings it shall attend to such matters as shall time to time be entrusted to it by these By-Laws or by vote of the Society.

3. Vacancy - A vacancy in any office of the Society or in the Executive Committee shall be filled for the unexpired term by the Executive Committee. The Executive Committee has the power to call before it any committee chairman or member to help it with information or opinions.

4. Audit Committee - The Audit Committee, which is appointed annually by the President and shall consist of any two members, excepting the Treasurer, shall audit the books of the Treasurer at least annually.

5. Auction Committee - The Auction Committee may provide for and conduct auction sales of stamps, stamp literature, philatelic paraphernalia and other articles of interest and may, subject to approval of the Executive Committee, establish rules and regulations for the conduct of any auction which is to be held under the auspices of the Society, including commissions to be paid by buyers and sellers.

No member of the Auction Committee shall be held personally responsible for the loss, damage or disappearance of any material held by the committee and owned by the Society for the purposes of offering for sale to the general membership other than the expectation that said member use ordinary precautionary of prevention.

Section 2. - Publications

1. Communications - The Society will publish such matter as a newsletter, journal, flyer(s), and notices as deemed appropriate and necessary for the communication of society business. Such publication(s) will require the approval of the Executive Committee. All financial obligations incurred for said publications(s) shall be presented in writing to the Treasurer for reimbursement.

Section 3. - Awards

1. Arthur B. Jackson Memorial Award - The Arthur B. Jackson Award Committee shall be comprised of three past recipients of the award. Said committee shall report annually in October a candidate or lack of said candidate according to the guidelines established for the award.

2. Friend of Philately Award - The "Friend of Philately Award" Committee shall be comprised of three members of the Executive Committee who shall select recipient(s) who is/are deserving member(s) for loyalty, contributions, and involvement in activities that have benefitted the Society.

ARTICLE V

Elections

Section 1. - Elections - A Nominating Committee shall be appointed annually by the Executive Committee no later than January 1st in each year. Such Nominating Committee shall consist of the three (3) members of the Society, two (2) of whom shall not be members of the Executive Committee. It shall be the duty of the Nominating Committee to nominate the officers and members-at-large of the Executive Committee.

It shall be the duty of the nominating committee to nominate the officers and two (2) members of the Executive Committee to be elected at the Annual Meeting, It shall cause its nominations to be printed, at the expense of the Society, and styled "Regular Nominations for Offices of the Rhode Island Philatelic Society, Inc.

These nominations shall be mailed to every member of the Society by the Secretary with the regular notices of the Annual Meeting. Other nominations may be made by a proposal in writing signed by seven (7) members of the Society in good standing and shall be addressed to the Secretary and delivered to him/her by US Mail, electronic mail or personally not less than (3) three days prior to the date of the Annual Meeting.

If any nominee for any office shall be ineligible or refuses or for any other reason is unable to be elected to the office which he/she has been nominated, nominations from the floor for such office may be made. During the election for any office, if so required by a majority vote, the presiding officer shall appoint two (2) tellers, who shall receive and canvas the written ballots casts and certify the results. A plurality of all votes cast shall be necessary for the election of any nominee.

ARTICLE VI

Meetings

Section 1. - Annual Meeting - The Annual Meeting of the Society shall be held on the first Saturday in March of each year, at such hour and place as the Executive Committee shall appoint, for the election of officers, appointment of committees, and for such other business as may be brought before it.

Section 2. - Regular meetings - Regular meetings of the Society shall be held on the first Saturday of each month, at such hour and place as the Executive Committee shall appoint. Special meetings, including auction meetings may be called by the President, Secretary, Treasurer, or three (3) members of the Executive Committee, or by a written request of (6) members of the Society. Any special meeting must be held no later than one month after the request is received.

Section 3. - Written Notice - Written notice of all meetings shall be prepared by the Secretary and delivered by the US Postal Service or electronic mail by him/her to every member at his/her home or electronic mail address as they appear on the records of the Secretary. Notices for the Annual Meeting shall be delivered by the US Postal Service or electronic mail not less than seven (7) days prior thereto and for other meetings not less than five (5) days prior thereto. In the interest of conserving the Society's funds all notices may be delivered by the US Postal Service or electronic mail in conjunction with the Society's newsletter.

Section 4. - Quorum - At all regular meetings of the Society, seven (7) members shall constitute a quorum for the transaction of business.

At all Executive Committee meetings, four (4) members shall constitute a quorum for the transaction of business.

ARTICLE VII

Suspension and Expulsion of Members

Section 1. - Non-payment of Dues - The Society shall not carry a member on its books who is more than one year in arrears of dues. The Treasurer shall by letter notify any delinquent member of his/her delinquency and that if his/her dues are not remitted immediately, he/she will be dropped from membership in the Society provided, however, that he/she may be reinstated thereafter by the Executive Committee in its discretion, upon payment of all unpaid dues and assessments or such other settlement thereof as said committee may determine.

Section 2. - Suspensions - Any member of the Society may be suspended or expelled by a majority vote of all the members of the Executive Committee.

Section 3. - Injurious Action - If any member of the Society shall be charged in writing, addressed to the Secretary or Executive Committee, by any member with conduct injurious to the good order, welfare, interest or character of the Society, or behavior inconsistent with its objectives or at a variance with the requirements of these by-laws, or any rules pursuant thereto, or if said Executive Committee shall become cognizant in any way of such alleged misconduct, said Executive Committee in its discretion may suspend the said member for a period not exceeding one month.

At the time of the suspension and thereupon the Executive Committee shall furnish him/her with a copy of such charges, or in writing inform him/her of the alleged misconduct, and if, upon investigation and after giving such member or any other member(s) an opportunity to be heard thereon or relative thereto by the Executive Committee not earlier than ten (10) days after furnishing him/her with such information, said Executive Committee shall be satisfied of the truth of said charges or that such member has so misconducted himself/herself and that the misconduct was of sufficient gravity to warrant or require further action, it may expel such member from the Society or suspend him/her from membership therein for a period not exceeding one (1) year, or may request him/her to resign membership in the Society, and in case of his/her refusal or neglect to resign when so requested, may expel him/her. In case of the suspension of any member, he/she shall not enjoy any of the privileges of the Society and shall not be entitled to vote at any meeting during the period of the suspension.

ARTICLE VIII

Indemnifications

Section 1. - Indemnifications - The Board of Directors may authorize the President and/or Treasurer to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, agent or member of the Society, or is or was serving at the request of the Society as a Director, officer, employee, or agent of another Society, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, but such insurance shall cover such person only to the extent that he or she purports to act on behalf of the Society.

The society shall indemnify persons against damages and expenses (including attorneys' fees), judgments, fines and amounts paid in settlement arising from any threatened, pending or completed action, suit or proceeding, as provided by the Rhode Island Non-Profit Corporation Act (Rhode Island General Laws 7-6-6, as amended).

ARTICLE IX

Amendments

Section 1. - Amendments - These By-Laws may be altered, amended, or repealed at any regular or special meeting of the Society. This may be done at a special meeting of the Society by a majority vote of the members present provided that notice of the substance of each alteration, amendment, or repeal shall have been given at a previous meeting and communicated in writing or by electronic mail to all members of the Society.

ARTICLE X

Compensation of Officers and Members

Section 1. - Compensation - No part of the Society's income or assets shall ever be distributed to its members or to its officers or directors, except as provided below.

Section 2. - Reimbursement - Any officer, Committee Chairman, or member may be designated by any officer other than himself/herself to purchase items or services on behalf of the Society and upon presentation of a reasonable paid bill or receipt may be reimbursed for same by the Treasurer. Any non-pre-authorized purchase or expense incurred by an Officer, Committee Chairman, or other member shall not be paid by the Treasurer of the Society unless authorized by the Executive Committee.

ARTICLE XI

Dates of Reports

Section 1. - Treasurer's Report - The Treasurer's report must be presented at the annual meeting for the previous fiscal year. This report must be fully reviewed by the Audit Committee and signed by the Treasurer and Chairman of the Audit Committee.

Section 2. - Auction Committee Chairman's Report - The Chairman of the Auction Committee will present his/her annual report at the annual meeting. In addition, he/she will file simple reports with the Treasurer for auctions held during the year, including the number of lost handled, total gross money received, and net commissions received by the Society from buyers and sellers, if any.

Section 3. - RIPEX Exhibition Committee Report - The Chairman of the RIPEX Exhibition Committee must present his/her report on or before the second regular meeting of the second month following the RIPEX Exhibition. This report will include all income and expenses incurred.

Section 4. - Other Committee Reports - Any committee which within its rights incurs certain expenses and receives certain income must make a full report to the committee chairman, or if none to the Treasurer, at the first meeting following the activity.

ARTICLE XII

Dissolution

Section 1. - Dissolution - In the event of the dissolution of the Society, any assets remaining after payment of all liabilities and obligations of the Society shall be distributed in accordance with the Articles of Incorporations to a non-profit charitable organization or organizations with similar intentions and objectives as the Society, provided that such organization(s) qualify as a tax exempt organization under Section 501c (3) of the Internal Revenue Code, in such proportions and amounts which the members by a majority vote shall decide.

ARTICLE XIII

Statutory References

Section 1. - Statutory References - Any reference herein to the Internal Revenue Code shall mean such section as it is constituted at the time of the adoption of these By-Laws and as it may hereafter be amended, added to or otherwise changed, and shall also include any other provision of simple purpose which may hereafter become applicable to the Society.

ARTICLE XIV

Parliamentary Procedure

Section 1. - Parliamentary Procedure - All meetings of the Society shall be conducted in accordance with Robert's Rules of Order, as amended.

Certification

Certified as the By-Laws of the Rhode Island Philatelic Society, Inc. as existing on the 4th day of February, 2017.

Signed: _____ President

Michael S. Imbruglia

_____ Secretary

Shawn Pease

ORDER OF BUSINESS

1. Call to order
2. Reading of the Minutes
3. Applications for Membership
4. Election of Members
5. Communications
6. Reports of Committees
7. Old Business
8. New Business
9. Date of Next Meeting
10. Adjournment

Received Dues

February 2 - 1885

Geo. H. Wood.

1 00

March 2 - 1885

Charles F. Rothfuchs.

1 00

Alfred Dawson.

1 00

John B. Calder.

1 00

Edward B. Haines.

1 00

W. Irving Cox.

1 00

Chas. G. Calder.

1 00

Martin S. Fanning.

1 00

J. F. Browning.

1 00

April 6 - 1885

Wm. G. Nightingale

2 00

September 15 - 1885

Charles F. Rothfuchs

1 00

\$ 12 00

This is page one of the RI Philatelic Society Treasurer's Ledger with the "Received Dues" of the first ten "Founding Fathers" of the Rhode Island Philatelic Society.