

"original"

BYLAWS

for the regulation, except
as otherwise provided by statute or
its Articles of Incorporation,

of

**BERMUDA COLLECTORS SOCIETY,
a California nonprofit public benefit corporation**

ARTICLE I. PRINCIPAL OFFICE

Section 1. Principal Office. The corporation's principal office shall be fixed and located at such place as the Board of Directors (herein called the "Board") shall determine. The Board is granted full power and authority to change said principal office from one location to another.

Section 2. Other Office. Branch or subordinate offices may be established at any time by the Board at any place or places.

ARTICLE II. MEMBERSHIP

Section 1. Members. There shall be one class of members. Members of the corporation shall be those persons, firms, corporations or associations who are interested in the purposes of the corporation and who have paid a membership fee, as determined by the Board, and whose application for membership has been approved by the Secretary.

Each member shall have the right to vote, as set forth in Section 3 of this Article II, for the election of directors and on a disposition of substantially all of the assets of the corporation and on a merger and on a dissolution. Additionally, members shall have all of the rights afforded members under the California Nonprofit Public Benefit Corporation Law.

Section 2. Associates. Nothing in this Article II shall be construed as limited the right of the corporation to refer to persons associated with it as "members" even though such persons are not members, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the California Nonprofit Corporation Law. The corporation may confer by amendment of its Articles or of these Bylaws some or all of the rights of a member, as set forth in the California Nonprofit Corporation Law, upon any person or persons who do not have the right to vote for the election of directors or on a merger or on a dissolution or on changes to the corporation's Articles or Bylaws or for the selection of delegates who possess any of the preceding voting rights, but no such person shall be a member within the meaning of said Section 5056.

Section 3. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members. Members who fail to be in good standing, as set forth in Section 6 of this Article II, shall not be entitled to vote on any matter.

Section 4. Membership Fee. Each member shall pay a membership fee and periodic dues and assessments in such amounts and at such times as shall be determined by the Board.

Section 5. Nontransferability of Membership. Memberships in the corporation shall be nontransferable.

Section 6. Good Standing. Any member who shall be in arrears in the payment of any installment of fees, periodic dues or assessments more than 60 days after their due date shall not be in good standing and shall not be entitled to vote as a member.

Section 7. Place of Meetings. Meetings of members shall be held either at the principal office of the corporation or at any place within or without the United States which may be designated by the Board.

* Section 8. Annual Meetings. Annual meetings of members shall be held at such time and place as may be fixed by the Board.

Section 9. Special Meetings. Special meetings of members may be called for any lawful purpose at any time by the Board, the President, or not less than 5 percent of the members. Upon request in writing to the President or the Secretary by any person (other than the Board) entitled to call a special meeting of members, the officer forthwith shall cause notice to be given to the members entitled to vote that a meeting will be held at a time fixed by the Board, not less than 35 nor more than 90 days after the receipt of the request. If the notice is not given within 90 days after receipt of the request, the persons entitled to call the meeting may give the notice.

Section 10. Notice of Annual or Special Meetings. Written notice of each annual or special meeting of members shall be given not less than 10 nor more than 90 days before the date of the meeting to each member entitled to notice thereof. Such notice shall state the place, date and hour of the meeting and (a) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (b) in the case of the annual meeting, those matters which the Board, at the time of the mailing of the notice, intends to present for action by the members, but, subject to the provisions of applicable law, any proper matter may be presented at the meeting for such action.

Notice of a members' meeting shall be given either personally or by mail, including in the corporation's official publication, "Bermuda Post" at the time of the adoption of this Bylaw, or by other means of written communication, address to a member at the address of such member appearing on the records of the corporation.

Section 11. Quorum. The presence of 30 members shall constitute a quorum at any meeting of members. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matters shall be the act of the members, unless the vote of a greater number is required by law, by the Articles or by these Bylaws, except as provided in the following sentence. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 12. Adjourned Meetings and Notice Thereof. Any members meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the voting power present at the meeting, but in the absence of a quorum (except as provided in Section 11 of this Article II) no other business may be transacted at such meeting. No meeting may be adjourned for more than 45 days. No notice of the adjourned meeting is required.

Section 13. Voting. Elections need not be by ballot, provided, however, that all elections for directors must be by ballot upon demand made by a member at the meeting and before voting begins.

Section 14. Proxies. Persons entitled to vote a membership may do so only in person. Voting rights may not be exercised by proxy.

Section 15. Conduct of Meeting. The President shall preside as chairman at all meetings of the members. The chairman shall conduct each meeting in a businesslike and fair manner, but shall not be obligated to follow any technical, formal or parliamentary rules or principles of procedure. The chairman's rulings on procedural matters shall be conclusive and binding on all members, unless at the time of a ruling a request for a vote is made to the members present, in which case the decision of a majority of such members shall be conclusive and binding on all members without limiting the generality of the foregoing, the chairman shall have all of the powers usually vested in the chairman of a meeting of members.

ARTICLE III. DIRECTORS

Section 1. Powers. Subject to limitations of the Articles and these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

- (a) To select and remove all the other officers, agents, and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles or these Bylaws, fix their compensation, and require from them security for faithful service.
- (b) To conduct, manage, and control the affairs and activities of the corporation and to make such rules and regulations therefor not inconsistent with law, the Articles, or these Bylaws, as they may deem best.
- (c) To adopt, make, and use a corporate seal and to alter the form of such seal from time to time as they may deem best.
- (d) To borrow money and incur indebtedness for the purposes of the corporation, and to execute in the corporate name, promissory notes, bonds, mortgages, or other evidences of debt and securities.
- (e) To carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may lawfully engage.

* Section 2. Number of Directors. The authorized number of directors shall be seven (7) until changed by amendment of the Articles or by a Bylaw.

Section 3. Election and Term of Office. At the Board of Directors meeting at which the amendment of this Bylaw takes effect, the members of the Board shall be divided into three groups, two groups consisting of two Directors each and one group consisting of three Directors. One group shall hold office until the following annual meeting of members, the second group shall hold office until the second following annual meeting of members and the third group to hold office until the third following annual meeting of members. The directors in each group shall hold office until such annual meeting and until their respective successors are elected and qualified and their terms commence.

A number of directors shall be elected by the entire membership equal to the number of directors whose terms shall have expired at the time of the next annual meeting. After a director has served a full term of three years, one year shall elapse before he or she shall be eligible for reelection to the Board, it being understood that the period between the annual meeting at which a term shall have expired and the next annual meeting of the members constitutes one year even if somewhat less than 365 days because of the respective dates of the meetings. A person elected to the Board to fill an unexpired term shall not be ineligible for immediate reelection to the Board unless the unexpired term included more than one year.

The Board of Directors shall select a nominating committee to receive applications from members who wish to serve on the Board and recommendations of members, including members of the nominating committee, for candidates for election to the Board. After approval by a majority of the Board, which shall not be given before obtaining consent

of the nominees, the nominated slate for directors will be submitted to the membership for a vote. The candidates receiving the highest number of votes are elected. A member may not cumulate votes for the election of directors. The Secretary of the corporation shall conduct the vote and certify the results. In case of a tie vote, the Board of Directors shall by majority vote decide the winner.

Section 4. Vacancies. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any director may resign effective upon giving written notice to the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected before such time, to take office when the resignation becomes effective.

Vacancies on the Board shall be filled by election by a majority of the remaining directors, although less than a quorum, or by a sole remaining director. Each director so elected shall hold office until the expiration of the term of the replaced director and until a successor has been elected and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any director, or if the authorized number of directors is increased.

The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court or who has been convicted to have breached any duty arising under Article 3 of the California Nonprofit Public Benefit Corporation Law.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 5. Place of Meeting. Meetings of the Board shall be held at any place within or without the State of California which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation.

Section 6. Annual Meetings. The Board shall hold an annual meeting for the purpose of organization, election of officers, and the transaction of other business. Annual meetings of the Board shall be held during the month of August in each year at a time as may be fixed by the Board.

Section 7. Regular Meetings. Regular meetings of the Board shall be held without call or notice on such dates and at such times as may be fixed by the Board.

Section 8. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the Chairman of the Board, the President, any Vice President, the Secretary, or any two directors.

Special meetings of the Board shall be held upon seven (7) days' notice by first-class mail or twenty-four (24) hours' notice given personally or by telephone, telegraph, telex, or other similar means of communication. Any such notice shall be addressed or delivered to each director at such director's address as it is shown upon the records of the corporation or as may have been given to the corporation by the director for purposes of notice, or if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

Section 9. Quorum. A majority of the authorized number of directors constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 12 of this Article III. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number is required by law or by the Articles, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 10. Participation in Meetings by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

Section 11. Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or any approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 12. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 13. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting of all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 14. Rights of Inspection. Every director shall have the right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation of which such person is a director.

Section 15. Committees. The Board may appoint one or more committees, each consisting of two or more directors, and delegate to such committees any of the authority of the Board except with respect to:

- (a) The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members;
- (b) The filling of vacancies on the Board or in any committee;
- (c) The fixing of compensation of the directors for serving new Bylaws;
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (e) The amendment or repeal of any resolution of the board by which its express terms is not so amendable or repealable; or
- (f) The appointment of other committees of the Board or the members thereof;
- (g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- (h) The approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the authorized number of directors then in office, provided a quorum is present, and any such committee may be designated an Executive Committee or by such other name as the Board shall specify. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article III

applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 16. Fees and Compensation. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the Board.

Section 17. Complaint Procedures.

- A. A written complaint must be submitted to the President of the Bermuda Collectors Society, including all details and documentation pertaining to any alleged misconduct on the part of another member.
- B. After review of the written complaint, the President will notify the member who is the subject of the complaint that a complaint against him/her has been filed, and will request that a written response to the complaint be filed within thirty days. The identity of the person filing the complaint will be disclosed.
- C. If the member who is subject of the complaint fails to respond in writing the President will so notify the members of the Board of Directors who will then consider what action may be appropriate.
- D. If the member who is subject of a complaint files a response with the President, the President will send each member of the Board of Directors a copy of the written complaint and the written response.
- E. Following a review of the complaint and the response, the Board of Directors will determine what action is appropriate with respect to the disposition of the complaint, and will notify the members involved of what action will be taken.

Section 18. Suspension and Termination of Membership. Any member of the Society may be suspended by a majority vote of the Board of Directors, for such period as the Board of Directors may deem proper.

Any member of Society may be expelled for misconduct by a majority vote consisting of at least five (5) members of the Board of Directors. The Board of Directors shall be the sole judge of what constitutes misconduct by a member.

ARTICLE IV. OFFICERS

* Section 1: Officers. The officers of the corporation shall be a President, Secretary, and a Treasurer. The corporation may also have, at the discretion of the Board, a Chairman of the Board one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 3 of this Article IV. Any number of offices may be held by the same person unless the Articles or these Bylaws provide otherwise, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

Section 2. Election. The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 3 or Section 5 of this Article IV, shall be chosen annually by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected.

Section 3. Subordinate Officers. The Board may elect, and may empower the President to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 4. Removal and Resignation. Any officer may be removed, either with or without cause, by the Board at any time or, except in the case of an officer chosen by the board, by any officer upon whom such power of removal may be conferred by the board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

Any officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 6. President. The President is the general manager and chief executive officer of the corporation and has, subject to the control of the Board, general supervision, direction, and control of the business and officers of the corporation. The President shall preside at all meetings of the Board. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board.

Section 7. Vice Presidents. In the absence or disability of the President, the vice Presidents in order of their rank as fixed by the board, or, if not ranked, the Vice President designated by the Board, shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board.

Section 8. Secretary. The Secretary shall keep or cause to be kept, at the principal office and such other place as the Board may order, a book of minutes of all meetings of members, the Board and its committees, with the time and place of holding, whether general or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, the number of members present or represented at members' meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committee thereof required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 9. Treasurer. The Treasurer is the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all times be open to inspection by any director.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President and the directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

ARTICLE V. OTHER PROVISIONS

Section 1. Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the President or any Vice President and the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer of the corporation shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board,

and, unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or the render it liable for any purpose or amount.

Section 2. Representation of Shares of Other Corporations. The President or any other officer or officers authorized by the Board or the President are each authorized to vote, represent, and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 3. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

Section 4. Amendments. These Bylaws may be amended or repealed by the approval of the Board.

ARTICLE VI. INDEMNIFICATION

The corporation shall indemnify any director, officer, employee or agent of the corporation for liability incurred by such person in the exercise of his or her duties with respect to the corporation to the extent permitted by Section 5238 of the (f) of the California Corporation Code.

Duties of Directors, Officers and Editor

General Responsibilities of the Board and the Officers

1. Actively support the Society's mission.
2. Assist in recruiting new members.
3. Promote Bermuda Philately by regularly (once a year) contributing to the Bermuda Post.
4. Make an effort to attend the Annual Meeting at least every other year.

Directors

1. Annually participate in the election of officers.
2. Attend Annual Meetings.
3. Make suggestions to Officers and the Editor for improving aspects of the Society's operation.

President

1. The President is the general manager and CEO of the Society and, as such, provides the principal direction and leadership for the Society subject to the control of the Board of Directors.
2. Co-ordinate all society activities and oversee all business being conducted on behalf of the society.
3. Be the principal contact with the government agencies governing our non-profit status.
4. Propose updates to the By-Laws as needed.

Vice-President

1. Assume the duties of the President in the absence or disability of the President.
2. Carry out all the duties listed for Directors above.

Secretary

1. Assist the President in coordinating the day-to-day activities of the society.
2. Plan the society's Annual Meetings and Board Meetings giving notice of such meetings to the membership.
3. Report the minutes of all meetings to the membership.
4. Maintain records of all meetings and the Society's By-Laws.
4. Prepare periodic reports to the membership in the Bermuda Post.
5. Be the BCS' principal contact with the American Philatelic Society.
6. Assume other duties as assigned by the Board and/or the President.

Treasurer

1. Conduct the financial affairs of the Society.
2. Keep detailed records of the society's financial business.
2. Prepare Annual Financial Reports to include all sources of income and expenditures for inclusion in the June issue of the Bermuda Post.
3. Assume other duties as assigned by the Board and/or the President.

Editor

1. Ensure that the Bermuda Post is published on time each quarter. (Mailed to members by the 10th of the month of publication - March, June, September, December).
2. Manage the content for the Bermuda Post including soliciting articles, following up with contributors, editing copy and updating information from Secretary & Treasurer
3. Manage the BCS website by working with the design agency in formatting the site, adding content and soliciting material from members.
4. Be the primary contact for dealing with advertising enquiries and assist with the formatting of advertising. Follow-up on advertiser leads.

BERMUDA COLLECTORS SOCIETY

Bermuda Post - Advertising Rates

**Back cover or inside back cover - \$150/issue or
\$500 four issues.**

Full inside page: \$100 or \$350 four issues.

Half-page: \$60 or \$200 four issues.

Quarter page: \$45 or \$150 four issues.