

## 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 **limiting** 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, or virtually, via Zoom, or other such platform, 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 10 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 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 personally, by mail, email, including in the corporation's official publication, "Bermuda Post", or by other means of written communication, addressed to a member at the address of such member appearing on the records of the corporation.

Section 11. Quorum. The presence of 10% of the dues paying members, or 2/3 of the Board 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. In the event of a member's meeting requiring adjournment (that is, continuation of the meeting at a later date or time) 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 written ballot, unless, upon request of a member, then present, that written ballots be employed. Such request must be made before voting begins.

Section 14. Proxies. Persons entitled to vote a membership may do so only in person, or in attendance virtually via such medium as Zoom, or similar. 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 Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 2. Number of Directors. The authorized number of directors shall be not fewer than 5 and not more than seven (7) until changed by amendment of the Articles or by a Bylaw.

Section 3. Election and Term of Office. The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors, shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

Each member of the Board of Directors shall be a member of the Bermuda Collectors Society, whose membership dues are paid in full and shall hold office for up to a three-year term.

Elected members of the Board of Directors shall serve for a three-year term. At the conclusion of each three-year term, a member of the Board of Directors may run for an additional three-year term. A Board Director may serve for no more than three consecutive terms. Board terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board of Directors

shall expire.

Individuals looking to serve on the Board of Directors can make their interest known to the Officers or members of the Board of Directors. Additionally, Officers or members of the Board of Directors can reach out to members to determine their interests in serving. In the event that there are sufficient candidates for the available positions, then the Secretary will recognize the election of new Board members. In the event that there are more candidates than available positions, then the nominated slate shall 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. The Secretary shall conduct the vote and certify results. In the 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.

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 6. Annual and Regular Meetings. An annual meeting of the Board of Directors shall be held at a time and day as determined by the Board. The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them. Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile or email, or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws

Section 8. 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 11 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 9. Participation in Meetings by Conference Telephone or other virtual means. Members of the Board may participate in a meeting through use of conference telephone, or other virtual means, so long as a quorum of members participating in such meeting can hear one another.

Section 10. 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 11. 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 12. 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 if they 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 13. 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 14. 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 repeatable; 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. The conclusions of any authorized committee will be communicated to the Board of Directors

Section 15. 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 16. 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 three-quarters (3/4) of the 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 maybe 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. Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors

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 record 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 depositaries 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 to 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

The below is based on the editor being an unpaid member of the BCS. In the event that the editor is a third party, non member contracted to perform editorial duties, the board will work with that person to ensure that the role of editor meets the needs of the society bearing in mind that website and advertising tasks may be handled by other members.

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.