



[www.americanairmailssociety.org](http://www.americanairmailssociety.org)

*Organized 1923 in the Interest of Aerophilately & Aerophilatelists Everywhere*

## AAMS CONSTITUTION AND BYLAWS

### **Notice to AAMS Members**

This is a major revision and is submitted as a single complete document rather than a long series of changes to individual sections or sub-sections. This proposal is to be viewed as a whole and as one proposal. A petition to put this revision to the vote of the membership is being circulated in conjunction with PIPEX 5-7 May 2023. Once proposed it will be submitted to the Secretary for the next step in the approval process.

### **Section 1. Name and Purpose**

The name of this Society shall be the **AMERICAN AIR MAIL SOCIETY**, a non-profit corporation under the laws of the State of Ohio, incorporated therein on April 21, 1944. It is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent law. The Society is constituted to encourage the study of all aspects of Aerophilately. It seeks to encourage research, education, collecting and exhibiting of aviation related subjects.

### **Section 2. Membership**

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

Membership in the Society is open to all persons who make application and pay dues. Those under age 18 must have an adult guarantor and are not eligible to hold office in the Society.

#### **2. Status of Membership**

New member's name and collecting interests will be published in the *Airpost Journal*. A member may resign or be dropped for non-payment of dues. If an objection is made concerning a member, the Board of Directors will determine whether to retain or expel the member. Termination of membership, other than for non-payment of dues, requires affirmative action of the Board of Directors. Any member of the Society, for cause, may be expelled by two-thirds vote of the Board. Such action shall only be taken after notice in writing shall have been mailed to the member, together with a copy of the charges or reasons for such action, and a date set (not less than thirty days from notice) to permit the member to respond to the charges or reasons in writing.

#### **3. Life and Honorary Membership**

A Life member is a regular member in good standing who has either (1) paid the required fee for life membership or (2) paid the regular membership fee for thirty-five (35) years. The fee for Life Membership may not be less than twenty (20) times the fee for annual dues. Life and Honorary members receive full benefits of Society membership, including the digital edition of the *Airpost Journal*, during his/her lifetime. Life and Honorary members are not required to pay dues and have the option to pay a fee to receive the print edition of the *Airpost Journal*. The fee for the print edition shall be determined by the Board of Directors. The President or Board of Directors may elect as Honorary Members such persons deemed worthy of this recognition.

## **Section 3. Chapters and Units**

### ***Chapters and Study Units***

Five (5) or more members of the Society who reside in the same general area may associate themselves to form a *Chapter* of the Society. Any other philatelic organization having five (5) or more American Air Mail Society members may also become a *Chapter*. Five (5) or more members of the Society who are interested in the same aerophilatelic specialty may associate themselves to form a *Unit* of the Society. To form a *Chapter* or *Unit*, the proposed group must submit an application for membership in the Society to the Board of Directors.

## **Section 4. Officers and Executive Committee**

### **1. Officers**

The four officers of the Society are: President, Vice President, Secretary, and Treasurer. Officers may not receive any compensation for services but may be reimbursed for administrative expenses that they incur.

### **2. Term**

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

### **3. Executive Committee**

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

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

The four officers shall serve as members of the Board of Directors as well as five members elected at large. Any vacancy on the Board will be filled by the President until the next scheduled election. Board members may be removed from office upon being found guilty of misconduct in office, or neglect of or inattention to official duty, or upon being found by the Board unable to perform official duty. Not less than two-thirds of the full membership of the Board must concur in any order for removal from office.

## **Section 5. President**

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

- (a) To function as the executive officer of the Society; to preside at all general meetings of the Society, and to act as Chair of the Board of Directors and the Executive Committee.
- (b) To issue calls for meetings; to bring before the Board any matters requiring their consideration; to announce or cause to be announced to the membership any acts of the Board.
- (c) Fill by appointment any vacancy occurring between elections; vacancy appointments to the Board require the consent of not less than two-thirds majority of the Board.
- (d) Shall execute all contracts and other obligations of the Society, when so authorized by the Board of Directors.
- (e) Shall have the authority to hire ad-hoc consultants, when so authorized by the Board of Directors.
- (f) Shall have the authority to expend Society funds not to exceed \$1,000 without prior approval of the Board of Directors or the Executive Committee.

## **Section 6. Vice President**

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

- (a) Assists the President in the performance of his/her duties upon request.
- (b) In the event of the death, disability, resignation or removal of the President, the Vice President shall serve for the balance of the former President's term or until the end of the disability.

## **Section 7. Secretary**

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

- a) Conduct all routine correspondence of the Society.
- b) Record minutes of the meetings of the general membership, Board of Directors, and the Executive Committee. Distribute copies to the Board and Webmaster.
- c) Countersign, register, and attest all legal documents signed by the President.
- d) Supervise the Election process.

## **Section 8. Treasurer**

### **1. Duties**

- (a) Accept dues, donations, and other income by cash, check, and digital means. Ensure funds, property and securities are held in a safe place.
- (b) Make prudent investments subject to review by the Board of Directors.
- (c) Pay all bills and obligations of the Society with Society funds.
- (d) Provide a quarterly and annual financial report to the Board of Directors.

### **2. Funds**

- (a) Manage funds of the Society in keeping with the purpose of the Society and principles of sound, prudent and generally accepted accounting practices and subject to policy adopted by the Board of Directors.
- (b) Recommend to the Board of Directors the creation or dissolution of designated funds, their intent and purposes, and policy and procedures for funds, and the Board of Directors shall act on such recommendations.

### **3. Audit**

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

**[Future Section Executive Director]**

**[Future Section Knowledge Manager]**

**[Future Section Social Media Coordinator]**

## **Section 9. Board of Directors**

### **1. Composition and Board Action**

The Board of Directors shall be comprised of nine (9) members including four (4) Officers and five (5) Members at Large. Board action may occur as the result of a meeting conducted in person, by phone, or by videoconference. Proxy votes can be lodged with the President or Secretary. A simple majority of Board members present constitutes a quorum.

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

The President is chair of the Board of Directors.

The Secretary shall serve as Secretary of the Board.

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

The Board of Directors shall:

- (a) Approve or reject the President's appointees to the positions of *Airpost Journal* Editor and Executive Director.
- (b) Determine dues for Regular and Life Member levels.
- (c) Approve or reject nominations from the Awards Committee for proposed recipients of major awards of the Society.
- (d) Approve or reject expenditures of Society funds in excess of \$1,000.
- (e) Review annually, and audit at its discretion, financial records of the Society.
- (f) Review and approve nominees for office made by the Nominating Committee.
- (g) Develop plans for the future growth and programs of the Society.
- (h) Provide guidance, direction and oversight to the administration, management, and operation of the Society in keeping with its stated purpose.
- (i) Remove any member of the Board absent without excuse from two consecutive regular Board meetings, and agree upon a replacement director to complete the unexpired term of the director so removed.
- (j) Perform other duties as prescribed in these Bylaws.
- (k) If Board action is required but it is not practical to hold a meeting, the Chair shall ask the Secretary to take a vote by mail or e-mail and the Secretary shall transmit the results to the Chair as soon as practicable.

## **Section 10. Elections**

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

An election shall be held every odd-numbered calendar year. On or before February 1 of the election year, the President shall issue a call for the nomination of officers and directors and shall appoint a Nominating Committee.

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

The Nominating Committee shall designate nominees for

- Each of the four offices of President, Vice President, Secretary and Treasurer
- Five Director-at-Large positions

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

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

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

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

### **4. Ballots**

The Secretary shall place on the official ballot the names of all nominees for Officer and Director as approved by the Board as of September 15 of the election year. Members in good standing will receive a ballot survey by electronic mail from the Membership Secretary by October 15. Names of nominees will also appear in the *Airpost Journal*. To be accepted, members must complete the electronic ballot survey or returning a paper ballot

to the Secretary by October 25. Voters can write in any member in good standing for any officer or director position. In the event of a tie vote, the current office holder shall remain in office and a run-off election conducted as soon as possible to determine the successor.

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

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

#### **6. Certification of Election**

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

#### **7. Assumption of Office**

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

### **Section 11. Publications**

#### **1. Publications**

The Society shall publish magazines, journals, books, catalogues, pamphlets, and other publications to further the purposes of the Society. Forms may include print, eBook, video, podcast, blog, social media post, or other medium. The American Air Mail Society reserves all copyrights unless specifically reserved for the author.

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

The *Airpost Journal* shall be the official journal of the Society. All official notices to the members shall be published in the *Airpost Journal*. The President appoints the *Airpost Journal* Editor subject to Board approval.

### **Section 12. General Counsel**

#### **1. Appointment**

The President shall appoint a qualified attorney to serve as General Counsel for the Society. The General Counsel of the Society shall provide legal advice upon request of the President, the Executive Committee, and the Board of Directors.

### **Section 13. Membership Secretary**

#### **1. Appointment**

The President shall appoint a Society Membership Secretary.

#### **2. Duties**

The Society Membership Secretary shall:

- (a) Receive applications and admit applicants to membership.
- (b) Give notice when dues are in arrears.
- (c) Keep an accurate and up-to-date membership record.

- (d) Prepare a monthly membership report for the *Airpost Journal*.
- (e) Forward a membership list quarterly to the Executive Committee.

## **Section 14. A A M S Auction Departments**

### **1. Society Auction Manager**

President will assign a Mail Auction and/or Online Auction manager to coordinate publicizing the sale, encouraging consignors, facilitating the auction, and resolving problems. Proceeds from material donated to AAMS will be transmitted regularly to the Treasurer less shipping and transaction fees.

## **Section 15. Conventions and Meetings**

### **1. Annual Convention**

The President shall advise the Board of Directors of all invitations to hold the Society Convention or Meeting. The Society shall hold an annual Convention each year at times and places established by the Board of Directors. If no suitable invitation is received for a Convention or Meeting, the Board of Directors shall select a site no later than two years in advance of the date. Dates for upcoming conventions will be printed in the *Airpost Journal*.

### **Meetings at WSP Shows**

- a) The President shall appoint a Convention Coordinator, whose functions include:
- b) - arrange for an AAMS table at the philatelic show where convention will be held
- c) - arrange for AAMS publications to be sold at the AAMS table
- d) - arrange for aerophilatelic talks/displays, and medals/ribbons for exhibits
- e) - arrange for and stock an AAMS hospitality suite, where possible

## **Section 16. Awards Committee and Coordinator**

### **1. Committee**

An Awards Committee Chair shall be appointed by the President.

### **2. Awards**

The Society shall make various awards to promote the display and recognition of aerophilatelic material and literature at philatelic exhibitions and related events. The Society may make major awards to both members and non-members in recognition of special service to Aerophilately or the Society in accordance with criteria established by the Board of Directors.

### **3. Awards Program**

The Awards Committee shall, from time to time, make recommendations to the Board of Directors for revision of the structure and criteria of the Society's Awards Program.

## **Section 17. Webmaster**

### **1. Appointment of the Webmaster ([www.americanairmail.org](http://www.americanairmail.org))**

The Webmaster is a qualified computer specialist who demonstrates requisite experience for the position. The Webmaster is not a compensated position, but may apply to have reasonable expenses reimbursed. The Webmaster is appointed by the President with the advice and consent of the Board of Directors.

### **2. Functions of the Webmaster**

The Webmaster is responsible for maintaining the Society website with the latest software updates and patches. The site should be secure and have current antivirus protection in place. Additionally, the Webmaster will

- (a) Ensure contact information for Officers is current.
- (b) Place the latest minutes of the last public meeting is posted.
- (c) Maintain a list of upcoming AAMS show meetings.
- (d) Post information about auctions and online lectures.
- (e) Periodically check that links remain functional.

## **Section 18. Dissolution of Corporation**

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

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

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

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

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

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

## **Section 19. Limitations of Personal Liability**

Each person who is or was a Director or Officer of the Society (including the heirs, executors, administrators of the estate of such person) shall be indemnified and held harmless by the Society for all actions taken by him/her and for all failures to take action (regardless of the date of any such action or failure to take action) to the fullest extent permitted by



Pennsylvania law against all expense, liability and loss (including without limitation attorneys' fees, judgments, fines, taxes, penalties, and amounts paid or to be paid in settlement approved by the AAMS) reasonably incurred or suffered by such Director or Officer in any such person's capacity as Director or Officer, or arising out of such person's status as Director or Officer. No indemnification pursuant to this Section shall be made, however, in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted misconduct or recklessness.

## **Section 20. Amendments**

### **1. Proposals**

Proposed amendments to these Bylaws may be submitted to the membership by a Board member or by petition of at least twenty-five (25) members eligible to vote.

### **2. Submittal**

All proposed amendments must be submitted to the Secretary at least three months prior to a vote to allow time to be published in the *Airpost Journal*. Where notification of a submitted amendment is appropriate, the President may call for Zoom meeting(s) of the membership at a time prior to the annual meeting or convention to discuss and gather any objections and alternatives proposed.

### **3. Notice**

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

### **4. Approval Requirement**

These Bylaws may be amended by a two-thirds (2/3) vote of the membership voting in person, by proxy at the annual convention or annual meeting of the Society, or by mail, Zoom meeting, or online survey if called for by the President or Board.