

BY-LAWS

Ebony Society of Philatelic Events and Reflections

Article I – Name

The name of the organization is the Ebony Society of Philatelic Events and Reflections, hereafter referred to as ESPER, a 501 (c) (3) nonprofit organization.

Article II – Objectives

The objectives of ESPER shall be to:

- Promote and foster an interest in the study and collecting of images related to African-Americans appearing on United States and worldwide philatelic materials.
- Help broaden the appreciation of African-American history and culture.
- Promote the collecting of stamps by African Americans.

Article III – Membership and Dues

A. Qualifications: Persons of good character, interested in African-American philatelic materials and events, who agree to conform to the By-laws of ESPER, can, upon submission of a completed application form and payment of dues, become a member of ESPER.

B. Membership Classifications:

- Individual Membership – Persons who have submitted applications, paid their dues and have been approved for membership.
- Junior Membership – An individual seventeen (17) years of age or younger, who has submitted an application, paid dues and has been approved for membership.
- Family Membership – Up to four (4) members of a family, who have submitted an application, paid dues and have been approved for membership. Only one copy of mailings,

including newsletters, will be sent to such a membership.

- Honorary Membership – May be conferred upon an individual in recognition of exemplary service. The Board of Directors, hereafter referred to as Board, must approve any such recommendation in writing. Such individuals will be exempt from payment of dues.

C. Dues: The membership and fiscal year for ESPER shall be from January 1 through December 31. Dues for each membership class shall be fixed by the Board on a calendar year basis and may not be changed more than once in a calendar year. New members will pay on a pro-rated basis initially.

- Annual Dues: Are payable at the beginning of the year (January 1). Members will be notified when their dues are in arrears, and if dues are not received by the end of March, the member's name shall be removed from the membership rolls.
- Refunds: A member who resigns or is expelled is not entitled to a refund of dues or fees paid to the **organization.**

D. Transfer of Membership: Membership in ESPER is not transferable or assignable.

Article IV – Meetings

- A. Board meetings will occur at least twice a year. One meeting can be a telephonic meeting. All Board meetings will be conducted under the guidelines of the Robert's Rules of Order.
- B. General Membership meetings will take place, as deemed feasible, at large stamp shows, or as planned by the Board.
- C. Chapter meetings may be held by any group of members for the purpose of promoting ESPER, attracting new members, and sharing information; with the knowledge and approval of the Chapter Director. Proposed plans, agenda and arrangements for such meetings shall be submitted to the Chapter Director at least fifteen (15) days prior to the event. Minutes from

such meetings are to be submitted to the Vice-President to be included in the Chapter Director's report.

- D. Voting: Only members in good standing (dues current) may vote at membership meetings. In such instances, decisions will be determined by a simple majority of the members voting.

Article V – Chapters

- A. Upon written application to the Board, the formation of a recognized ESPER Chapter may be approved. Said Chapter must accept ESPER's By-laws and submit written reports on its activities to the Board. These Chapters will play a role in reaching out to members in all parts of the country. They may collect nominal donations to support their activities upon the approval of ESPER's Board. See Chapter Procedures for further information.
- B. Chapter Directors may be appointed by the President with the approval of the Board.
- C. Chapter Directors are encouraged to attend Board meetings on an ex-officio basis and will receive minutes of all official Board meetings.
- D. Each Chapter Director shall make a minimum annual cash donation of \$75 to the organization. If a Chapter Director is also a Board Member, the minimum annual cash donation shall be \$250 which is the annual cash donation for a Board Member.

Article VI – The Board of Directors

- A. The Board will consist of five (5) officers and at least two (2) members at large, a minimum total of seven (7) members or an odd number.
- B. All members in good standing shall be eligible to vote for members of the Board, who shall in turn vote for officers.
- C. The officers of the Board shall be President, Vice President, Secretary, Financial Secretary and Treasurer.

- D. No person shall be elected or appointed to the Board unless that person is a member in good standing and has been a member of ESPER for at least two(2)years.
- E. The Board shall be responsible for the management of the affairs of ESPER including the authorization of disbursements. The Board shall have all of the powers and responsibilities as set forth in the By-laws and in the Procedures, that may be promulgated from time to time.
- F. There shall be at least two (2) meetings of the Board each calendar year at a time and place to be determined by the President.
- G. Quorum - a simple majority of the duly elected members of the Board shall constitute a quorum for the transaction of the organization's business.
- H. A special meeting of the Board may be called at any time by the President or at the request of a simple majority of the Board. At such a meeting, the business set forth in the notice thereof shall be considered.
- I. The Board shall elect its officers, approve appointments of committee chairs, establish the long-term goals of the organization, and approve annual budgets.
- J. With the approval of the Board, there may be ex-officio members of the Board who may participate in meetings, but have no vote.
- K. Notice of Board meetings with an agenda, shall be sent prior to the date of the meeting to Board Members, Chapter Directors and the Founder.
- L. Any action required or permitted to be taken at any meeting of the Board may, at the discretion of the President, be taken without a formal meeting, by telephone, email, or by submitting a mail ballot to the members of the Board. Approval by a majority of the Board who are duly qualified and eligible to vote shall constitute approval by the Board. Members of the Board shall be considered present at a Board meeting if a teleconferencing call has been established, and they are on line.

- M. No member of the Board shall receive compensation for performing his / her administration duties. Members of the Board may, however, be reimbursed for certain out-of-pocket expenses related to ESPER activities. Current expenses eligible for reimbursement typically include postage, office supplies - paper, envelopes, ink, software, etc. but not hardware (machines). Expenses DO NOT include travel to and/or from a stamp show/event, hotel, food and/or beverage. In such circumstances, expenses must receive the prior approval of the Board.
- N. The term of service for elected Board members will be three (3) years. Board membership will be limited to two (2) three-year terms. Board members elected or appointed to fill a vacancy shall hold office until the next election or until his / her successor shall be duly elected. Term limitations can be extended in emergency circumstances.
- O. Each Board Member shall make a minimum annual cash donation of \$250 to the organization. If a Board Member is also a Chapter Director, the minimum annual cash donation shall be \$250.
- P. Board Members are encouraged to attend local and regional philatelic events in their respective areas.

Article VII - Officers

- A. In the year that elections are held, members of the Board are to be elected by mail ballot by the 2nd week in October of that year. Candidates receiving an affirmative vote from the majority of the votes cast will be deemed members of the Board. Also, in the event that there are more candidates than positions, those candidates receiving the most votes will be deemed members of the Board.
- B. The Board shall elect its officers by the 2nd week in December of the election year so that officers and members of the Board may take their positions by the 1st of January of the following year.
- C. The duties of Board members and officers are detailed in the Procedural Manual under "Duties of Officers." A Board member may hold more than one office in the organization, but under

no circumstances may the same person hold the offices of President and Treasurer at the same time.

D. An officer who resigns from office must do so by written notice; which may include email, to the Board.

E. An officer may be removed by the Board for malfeasance or for failure to perform the duties of the office.

F. In the event of a vacancy due to death, resignation, or removal, the vacancy will be filled by an appointee of the President with the approval of the Board. Such appointee shall complete the term of service and may run for a Board position in the next scheduled election.

Article VIII – Duties of Officers and Editor

A. President: The President shall be a member of the Board. The duties of the President shall be:

- To preside at all meetings of the Board
- To preside at all General meetings of the membership of ESPER
- To compile and present all matters requiring the attention of the Board
- To deliver a report as to the condition of ESPER at an annual membership meeting. This report shall be made a part of the minutes of the meeting.
- The President shall be an ex-officio member of all committees of ESPER.
- The President shall execute, together with the Secretary or any other officer designated by the Board, any deed, contract, bond or any instrument expressly designated by the Board for signatures.
- The President, at his / her discretion, may appoint Chapter Directors, with the advice and consent of the Board.
- The President shall perform other duties as the Board may direct.

B. Vice President: The Vice President shall be a member of the Board. The duties of the Vice President shall be:

- To preside at all ESPER meetings in the absence of the President.

- To perform duties as they may be directed by the President and / or the Board from time to time.
- To supervise the Chapter Directors

In the event of a vacancy, an inability, or a refusal to act by the President, and at the direction of a majority of the Board, the Vice President shall perform all of the duties of President until the position of President is filled.

C. Secretary: The Secretary shall be a member of the Board: The duties of the Secretary shall be.

- To send notices and agendas of Board and general meetings at least ten days prior to meeting date.
- To take minutes at all Board and General meetings and distribute copies of these minutes to all appropriate parties.
- To draft and send out letters to appropriate persons concerning decisions made at Board and General meetings, as directed by the President.
- To maintain an archive of minutes and materials distributed at Board and General meetings.
- To maintain a roster of members in cooperation with the Membership Committee.
- To submit a copy of the membership roster to Board members, Chapter Directors, and the Founder quarterly..
- To prepare inserts for the newsletter, as needed, in concert with the *Reflections* editor.

D. Treasurer: The Treasurer shall be a member of the Board. The duties of the Treasurer shall be:

- To monitor expenditures, bank accounts, balances, and budget allocations and to alert the Board if there are any problems or discrepancies

- To review any request for payment and note whether it is a budget item or has received special approval by the Board. If request is in order, and monies are available, Treasurer cuts a check for payment. A written statement should accompany each payment.
- In collaboration with the Financial Secretary, prepares a debit/expenses report for the Board's monthly financial report or when a financial report is requested by the Board.
- In collaboration with the Financial Secretary, prepare an annual income/receipts report for the Board, which will be presented to the membership through publication in ESPER's newsletter, *Reflections*.

The Treasurer is the Chair of the Finance Committee and helps in the preparation of the annual budget.

E. Financial Secretary: The Financial Secretary may or may not be a member of the Board. The duties of the Financial Secretary are:

- To maintain ledgers and records of all monies received from the Membership Committee, Fundraising Committee and general resources and deposited into ESPER's bank account.
- To prepare contribution/donation acknowledgement letters in a timely manner for the President's signature.
- To prepare a monthly income report for submission to the Board.
- To send report of deposited income to the Treasurer for reconciliation of monthly bank statements.
- To maintain a record of all "In-Kind" donations to ESPER (Stamps, FDCs, Posters, etc). Disposition of these donations shall be noted. Letters acknowledging these donations shall be prepared for the signature of the President.
- In collaboration with the Treasurer, prepare an income/receipts report for the Board's monthly financial report or when a financial report is requested by the Board.
- In collaboration with the Treasurer, prepare annual income/ receipts report for the Board, which will be

presented to the membership through publication in ESPER's newsletter *Reflections*.

The Financial Secretary is a member of the Finance Committee and helps in the preparation of the annual budget.

F. Managing Editor of *Reflections*: The Managing Editor of ESPER's newsletter, *Reflections*, serves as an agent of ESPER and is appointed by the President with the approval of the Board. The term of the Managing Editor, a volunteer position, is indefinite. He/She serves at the pleasure of ESPER. The duties are as follows.

- Overall responsibility for producing, in a timely fashion, an agreed-upon number of issues of the newsletter each year. This includes creating, printing/publishing (costs), and distribution of (costs) each newsletter issue with the Board's approval.
- Reaching out to members and encouraging them to submit articles of interest.
- Determining the lay-out of each issue of the newsletter.
- Working with volunteers, i.e., proofreaders, copy editors, etc., to guarantee that each issue of *Reflections* meets the highest editorial standards.
- Developing and introducing new segments in the newsletter such as ads, philatelic information or regularly appearing columns.
- Identifying individuals and organizations that should receive complimentary copies of the newsletter.
- On a regular basis, submit samples of the newsletter to philatelic newsletter competitions.

The Managing Editor must possess a high-level of computer skills, including the use of email, and various computer programs. He / She should have a good understanding of the workings of ESPER and of philately in general.

All materials purchased and / or developed in relation to the publishing of the newsletter remain the property of the organization. Documented and approved expenses will be reimbursed.

G. Director of Social Media: Overall responsibilities of Director of Social Media involve managing various social media platforms and day-to-day activities including:

- Develop relevant content topics to reach ESPER's audience.
- Create, curate, and manage all published content (written, images, and/or video).
- Develop and expand community and/or influencer outreach efforts, including additional platforms, as necessary.
- Oversee design (i.e.: Facebook Timeline cover, profile pic, Twitter profile, etc.).
- Design, create and manage promotions and social ad campaigns as necessary.
- Manage efforts in building reputation. Be aware of potential conflicts of interest. Monitor online reviews and respond to each review.
- Become an advocate for ESPER in social media spaces, engaging in dialogue and answering questions where appropriate.
- Develop guidelines for posting/tagging ESPER information for ESPER members as needed

The Director of Social Media must possess in-depth knowledge and understanding of social media platforms, their respective participants (Facebook, Twitter, Instagram, Pinterest, etc.) and how each platform can be deployed in different scenarios. S/he maintains excellent writing and language skills. S/he should have a good understanding of the workings of ESPER and of philately in general. She/he displays ability to succinctly and effectively communicate information and ideas in written and/or video format. She/he excels at building and maintaining relationships, online and off with other stamp associations and other philatelic audiences.

H. Webmaster: The Webmaster of ESPER serves as an agent of ESPER and is appointed by the President with the approval of the Board and serves at the pleasure of the Society. The Webmaster must possess high level computer skills including knowledge of Word, PDF files, photo imaging, graphics, the ability to create icons, and knowledge of Wix.com, website host. He/She should have a good understanding of the workings of ESPER and a general knowledge of philately. The Webmaster is a volunteer position and serves an indefinite term.

The duties are as follows:

- Overall responsibility for producing, ESPER's website. Maintain website with updated photos of United States and worldwide African Americans on stamps. Generate and revise website pages as needed.
- Maintain the ESPER merchandise store and purchases made by PayPal. Maintain new members paying by PayPal and notify Membership committee of new member information. Maintain overall PayPal account. Transfer money to general account maintained by ESPER's treasurer.
- Maintain pages for new stamps being issued, stamp show calendar, ceremonies, and stamp events. Fix links that don't work and pictures that aren't appearing properly.
- Maintain a members-only page.
- Develop and maintain the layout of the website, introduce and add new items as needed, ensuring that the information is factual, easy to access, and pleasing to the eye.
- Monitor and implementing updates and upgrades for all web-based platforms.
- Handle web-related purchasing, e-commerce; manage web domains; maintain links, troubleshooting, and regular review of content for accuracy.
- Enter ESPER website in philatelic competitions. Make general announcements through email blasts to membership when necessary or lucrative. Maintain *Reflections* newsletter archive.

Article IX – Chapters and Chapter Directors

A. Chapters: A Chapter can be formed when there are five 5 or more members in the proposed area. Upon written application to the Board, the formation of a Chapter will be considered. Once a Chapter is formed, the Chapter Director shall be appointed by the President with the approval of the Board. The guidelines for a Chapter are:

- The Chapter must accept ESPER's By-Laws
- Chapter meetings should be held for promoting ESPER, attracting new members, assisting in maintaining the interest of current members, and sharing information.
- Plans for a meeting should be submitted to the Vice President at least fifteen (15) days prior to the event. Minutes from the meetings are to be submitted to the Vice-President and be included in the Chapter Report.
- With the knowledge of the Board, the Chapter can build relationships with local post offices and other philatelic societies and organizations.
- The Chapter should help promote ESPER by maintaining a presence at local and regional philatelic events and shows.
- Only members in good standing may vote at a meeting. When a vote is taken, decisions will be determined by a simple majority of the members voting.
- Upon the approval of the Board, a Chapter may collect nominal donations to support its activities. With prior approval, funds might be obtained from the Board for specific events and/or items. **(It is the Chapter Director's responsibility to report these donations to the Financial Secretary for documentation).**

B. Responsibilities of a Chapter Director

- Convening meetings of the group at least two (2) times a year and making sure that the reports of these meetings are submitted to the Vice-President.
- Taking responsibility for keeping members informed about philatelic activities in the area and about philatelic events that would be of interest to the members.
- Serving as a voice for the group, providing feedback to the Board about the interests, issues and concerns of the group.
- Encouraging members to submit articles for the society's newsletter.
- Chapter Directors are encouraged to attend Board meetings on an ex-officio basis and will receive minutes of all official Board meetings.
- Each Chapter Director shall make an annual cash donation of \$75 to the organization. If a Chapter Director is also a Board Member, the annual cash donation shall be \$250 which is the annual cash donation for a Board Member.

Article X – Standing and Special Committees

A. The **Standing Committees** of ESPER shall be.

- *Communications/Public Affairs/Public Relation* – Responsible for developing and assisting in the implementation of an annual plan that serves to increase knowledge about ESPER. Includes assisting in the preparation of the ESPER newsletter, *Reflections*, and securing speakers for local stamp shows at which ESPER is a sponsor or participant and at local ESPER meetings.
- *Education* – Responsible for educating members about the individuals, groups and events represented in philatelic materials. Includes identifying books, publications, speakers, and events that will serve to enlighten ESPER members and others. Includes creating a scholarship and program.
- *Executive* – Composed of a small number four (4) of elected members of the Board, who are appointed as the Executive

Committee by the President. It is presided over by the President and is given the power to make decisions when the Board cannot meet or is not scheduled to meet. It also may function as a special committee to address issues not attended to in the bylaws.

Decisions will be made by a simple majority of the Executive Committee members. A report of any and all decisions made by the Executive Committee must be reported to the larger Board at its next regularly scheduled meeting.

- *Finance* – Working in concert with the Board of Directors and the Treasurer assists in the development of an annual budget. Develops procedures for handling ESPER's finances. Also, works with Fundraising Committee to increase donations and other sources of income.
- *Fundraising* – Responsible for developing and implementing plans to raise funds to help ESPER achieve its philatelic goals. Includes soliciting donations from individuals and organizations.
- *Membership* – Responsible for recruiting new members, retaining current members and reaching out to former members. Engaging in those activities that promote the development and retention of ESPER's membership, e.g. distribution of applications, brochures, and surveys. Visible presence and assistance at stamp shows and events where ESPER has a presence.

B. By-laws Committee: When changes to the By-laws are anticipated, a By-laws Committee shall be appointed by the President. The By-laws Committee shall be composed of at least two (2) members, who shall review all proposals for changes, additions or omissions. The Committee shall make such recommendations as may be deemed appropriate. The Board may also make such recommendation on its own motion if deemed desirable.

C. Election Committee: This Committee is active only during an election year. The members of this Committee are appointed by the President during the first week of January. The Committee will consist of a Chair and two (2) members in good standing. In cooperation with the Membership Committee, this Committee will handle the nomination and election process during the election year.

Ebony Society of Philatelic Events and Reflections Conflict of Interest Policy

Preamble

The Board of Directors, Officers, Chapter Directors, and other member holding critical positions (website, social media, etc.) of ESPER owe a duty of loyalty to ESPER which requires that in their positions, they act in the interest of the ESPER and not in their personal interests. Directors, Officers, Chapter Directors and other critical members may not use their positions or information they have about ESPER or information obtained through their positions in a manner that allows them to secure a significant economic benefit, either directly or indirectly, for themselves or their relatives. In sum, it is the policy of ESPER that no transaction between it and its Directors, Officers, Chapter Directors, or other members holding critical positions be tainted with an actual or perceived conflict of interest.

Disclosure_____

(a) Prior to election to the Board or as an Officer or appointment as Chapter Director or other member holding a critical position, and annually thereafter, all of said persons shall disclose in writing, to the best of their knowledge, any Interest (as defined below) in any other organization which provides goods or professional or other services to ESPER for a fee or other compensation. A copy of each disclosure statement shall be available to any said persons.

(b) If at any time during his or her term of service a Board Director or Officer or Chapter Director or other member holding a critical position has any Interest which may pose a conflict of interest at any time during that said person's service, he or she shall promptly disclose the material facts of that Interest in writing to the President of the Board.

(c) When any matter in which a Board Director or Officer or Chapter Director or other member holding a critical position has an Interest comes before the Board or any committee of the Board for decision or approval, that Interest shall be immediately disclosed to the Board or the Committee by that said person.

Definition of "Interest"

Whether a Board Director or Officer or Chapter Director or other member holding a critical position has an Interest in a matter shall be determined by whether that said person or a relative (or a concern with which such persons are associated) would have a significant economic interest, either directly or indirectly, in a decision on the matter by the Board or Committee. A person is

associated with a concern if he or she participates in (including participating as an owner) or is affiliated with any other organization with which ESPER deals with OR may be in competition for funding or donations.

Voting

No Board Director shall vote on any matter in which he or she has an Interest.

Ebony Society of Philatelic Events and Reflections Conflict of Interest Policy

Non-Participation

The Board or members of a committee may, by majority vote, ask any Board Director or Office or Chapter Director or other member holding a critical position who has an Interest in a matter not to participate, or to leave the room at the Board meeting or committee meeting in which discussion regarding that matter is carried on; provided, however, that the interested person may participate in any discussion regarding his or her exclusion.

Attempts to Influence

A Board Director or Officers or Chapter Director or other member holding a critical position shall not attempt to influence other Directors or Officers, etc., regarding matters in which they have an Interest, without first disclosing that Interest.

Ebony Society of Philatelic Events and Reflections Annual Compliance Confirmation

In connection with ESPER's annual compliance process and in order to assist ESPER in responding to certain questions on IRS Federal Form 990 ("Return of Organization Exempt from Income Tax"), your assistance is requested in responding to the following questions.

Name: _____

1. Have you received a copy of ESPER's Conflict of Interest Policy?

Yes _____

No

2. Have you read and do you understand the policy?

Yes _____

No

3. Do you agree to comply with the policy?

Yes _____

No

4. Members of the Board of Directors of ESPER are required to disclose any financial interests as defined in the ESPER Conflict of Interest Policy. Do you have any financial interests to disclose?

Yes _____

No

If "yes", please provide detail.

5. Did you have a family relationship or business relationship with any officer, director, or any volunteer of _____ ESPER? Yes

No

If "yes", please provide detail.

6. Did ESPER provide you or any related person with a grant or any other assistance?

Yes _____ No _____

If "yes" please provide detail.

7. Are you independent from ESPER?

Yes _____ No _____

For purposes of this question you are considered "independent" only if all three of the following circumstances applied at all times during the year:

- a. You were not compensated as an officer or employee of ESPER or a related organization.
- b. You did not receive compensation or other payments from ESPER or a related organization as an independent contractor.
- c. Neither you nor any of your family members were involved in a transaction with ESPER that is required to be reported.

X

Signature

Date: _____