

TEXAS PHILATELIC ASSOCIATION, INC.

CONSTITUTION

(As proposed February 18, 2004, and corrected and adopted by the Texas Philatelic Association, Inc. Board of Directors, meeting at TEXPEX 2005, Renaissance Dallas North Hotel, Dallas, Texas on that day and subsequently corrected and adopted by the Board of Directors meeting at Dallas, Texas on April 9, 2005.)

ARTICLE I.

NAME AND PURPOSE

Section 1. This organization, a non-profit corporation, shall be known as the Texas Philatelic Association, Inc. and shall hereinafter in this Constitution and Bylaws be referred to as the "Association."

Section 2. It shall be the purpose of the Association to encourage and to aid in collecting and studying postage stamps, postal history, and all related areas of philatelic interest including but not restricted to revenues, postal stationery, postal markings, topical collecting, and air and space flights; to facilitate contact between collectors; to provide facilities and opportunities for dissemination of information for the advancement of the science and hobby of philately; and to promote friendships among all philatelists.

ARTICLE II.

MEMBERSHIP

Section 1. The Association has two classes of members. The designation of such classes and the qualifications and rights of the members of such classes are as follows:

- a) Adult Members. Any person of good character, eighteen (18) years of age or over, interested in philately, is eligible for adult membership in the Association, subject to the provisions of the Bylaws.
- b) Youth Members. Any person of good character, less than eighteen (18) years of age, interested in philately, is eligible for youth membership in the Association, subject to the provisions of the Bylaws.

Section 2. Voting Rights. Each Adult Member is entitled to one (1) vote in each matter submitted to a vote by the membership.

Section 3. The Bylaws shall provide such regulations as are necessary relating to dues and fees, discipline, termination, resignation, reinstatement, and transfer of membership. The Bylaws may also provide additional classifications of Adult Membership.

ARTICLE III.

OFFICERS

Section 1. Elected Officers. The elected officers of the Association are the President, one or more Vice-Presidents (the number thereof to be in accordance with the Bylaws), a Secretary, and a Treasurer. The offices of the Secretary and Treasurer may be combined by affirmative action of a majority of the Board of Directors.

Section 2. Appointive Officers. The President may make appointments, subject to approval by the Board of Directors, such other officers as he or she shall deem advisable, or that may be called for in the Bylaws of the Association. The term of office for all appointive officers shall terminate with the expiration of the term of office of the President having made the appointment.

Section 3. Elections. The elective officers of the Association shall be elected biennially as provided in the Bylaws, and such officers shall hold office until a successor is elected.

Section 4. The Bylaws of the Association shall provide for the filling of vacancies, the removal, and the necessary

qualifications and duties of elected and appointed officers.

ARTICLE IV.
BOARD OF DIRECTORS

Section 1. The Board of Directors of the Association shall consist of six (6) elected Directors, plus the elected officers, and the immediate Past President. The elected Directors shall serve for four (4) years, three (3) being elected biennially.

Section 2. Vacancies. The Bylaws of the Association shall provide for the filling of vacancies, the removal, and the necessary qualifications and duties of elected and appointed Board of Directors.

Section 3. General Powers. With the President of the Association as its Chairman, the Board of Directors is responsible for the general management of the affairs of the Association.

Section 4. The Bylaws of the Association shall provide for the rules as to a quorum, meetings and notices, special duties of the Board, and the Elections.

ARTICLE V.
AMENDMENTS

Section 1. These Articles can be amended by the affirmative vote of a majority of the Adult Members in good standing voting by mail or electronic ballots. Any amendment of these Articles may be proposed in one of the following procedures:

- 1) By a motion at the Annual Meeting.
- 2) By a motion approved by the majority of the Board of Directors.
- 3) By a Chapter or Unit of the Association.
- 4) By a petition of twenty-five (25) or more Adult Members in good standing, submitted in writing and approved by the Board of Directors.
- 5) By a Constitutional Committee appointed by the President and reporting to the Board of Directors.

Section 2. Procedures.

- 1) The motion when approved by a majority of the Board of Directors shall be included on the mail ballot submitted to eligible voting Adult Members in the next biennial officers/directors election.
- 2) Upon receiving a majority number of votes determined by members voting thereon, the amendment is immediately certified by the Board of Directors as having been approved by this Association.
- 3) The results of the voting shall be reported to the membership at the Association's next Annual Meeting along with the results of the election. All amendments immediately shall become effective thereafter.

ARTICLE VI.
DISSOLUTION

In the event of dissolution of the Association, and after the discharge of all its liabilities, the remaining assets shall be given to a non-profit organization whose purposes and objectives are similar to those of the Association, and that has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code. Such organization(s) is to be designated by a majority vote of the Board of Directors.