

Constitution and Bylaws

Amended Certificate of Incorporation

1. The name of the corporation is "The Collectors Club."
  2. The particular purposes and powers of the Club are to promote interest in and knowledge of philately, among its members and the public generally-through the encouragement of philatelic research-through the exchange of information with other philatelic organizations, and among its own members at regular meetings for this purpose in the Club's meeting rooms-through the preparation and distribution of philatelic literature and periodicals-through the maintenance of a philatelic library and reading rooms-through the maintenance of a laboratory with appropriate equipment for the examination and study of philatelic material-through the acquisition and maintenance of a Clubhouse to house all these facilities-through making available certain of its facilities, under supervision, to other and acceptable organizations dedicated to the study of philately-through the holding of public and private philatelic exhibitions-through cooperation and advice to assist schools, hospitals and similar institutions in the organization and conduct of philatelic clubs, and in the instruction of philatelic matters, particularly with a view to enlarge and develop the cultural and historical aspects of philately; the proceeds, if any, therefrom, not to be paid in dividends for the benefit of any person or corporation, but to be applied by the Governors for the improvement and maintenance of its aforesaid facilities, and for the general advancement of philately; and to receive and hold by grant, gift, purchase, deed of trust or devise, and to dispose of and convey any real or personal property, subject to such limitations as the law may prescribe and as these purposes may require for the benefit of the members, but in no instance for pecuniary profit.
  3. The State of Incorporation of the Club is New York.
  4. The time for holding the annual meeting of the Club shall be the second Wednesday in January.
  5. The number of Governors shall not be less than nine nor more than fifteen.
  6. The office of the corporation is located at 22 East 35th Street, New York City.
  7. The Club is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law and shall be a Type B corporation under Section 201 of said New York law.
  8. The Secretary of State of the State of New York is hereby designated as agent of the Club on whom process against it may be served. The post office address to which the Secretary shall mail a copy of any process against the Club serve upon him or her as agent of the Club is 22 East 35th Street, New York, NY 10016.
- [The original Certificate of Incorporation was filed in the office of the Secretary of State of New York on the 14th day of December, 1896, with amendments subsequently filed on January 16, 1940, and June 10, 1947. A Certificate of Report of Existence was filed August 23, 1950, and a Certificate of Type of Not-For Profit Corporation on August 14, 1973. An Amended and Restated Certificate of Incorporation was filed in the office of the Secretary of State on July 23, 1999.]
- Constitution

Adopted at the Regular Meeting of December 4, 1946. Effective June 10, 1947.

ARTICLE I Name

The name of this organization shall be The Collectors Club.

ARTICLE II Members

Section 1.

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**Deleted:** are to be principally conducted is the City and County of...

The members of the Club shall be such persons as shall be elected by the Board of Governors.  
Section 2.

The classes of members shall be Resident, ~~Non-Resident~~, Life, and Honorary, as defined by the By-Laws.  
ARTICLE III Governors and Trustees —

**Deleted:** Associate Resident  
**Deleted:** , Associate Non-Resident

Section 1.

The affairs of the Club shall be managed and controlled by a Board of Governors in accordance with this Constitution and By-Laws.  
Section 2.

The Board of Governors shall consist of not less than nine (9) nor more than fifteen (15) Resident and/or non-Resident Members in good standing, one-third of whom shall be elected in equal classes, each to serve for a period of three (3) years, provided however, up to 1/3 of the Governors may, as an option, be held by a member not within the 50-mile radius of the Club as required for resident members. Life and Honorary Members who maintain all Resident Member requirements are eligible to Board membership. The number of Governors for the ensuing year may be determined at the regular November meeting of the Board of Governors for which due notice of such anticipated action shall be given. However, no Governor may by this action be deprived of membership on the Board of Governors until the termination of the full term for which he was elected.

**Deleted:** one Governor's position in each year's class of  
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Section 3.

At each Annual Meeting at which there is a quorum present, the Resident and non-Resident Members in good standing shall elect a slate of one-third of the Governors by a plurality of the votes cast who shall serve for a full term of three (3) years.  
Section 4.

The Board of Governors shall have the power to fill all interim vacancies that may occur in its body by placing in nomination the name or names of any Resident or non-Resident Member in good standing subject to the requirements as set forth in Section 2 herein. Such election to be made by a majority vote of those present at any meeting of the Board held subsequent to such nomination and the Resident, non-Resident, or Honorary members receiving a plurality of such votes may serve as such Governor until the beginning of the year following such election, at which time the vacancy shall be filled in accordance with the provisions immediately herein preceding this Section.

Section 5.

The Board of Governors at their first meeting after each annual meeting shall elect from among their number a President, a Vice-President, a Secretary, and a Treasurer, who shall hold office for one year or until their successors are elected.  
Section 6.

The Board of Governors shall have the power to elect or appoint other than members of the Board, an Assistant to any of the elected officers, without the officer's powers, with definite designation of duties and at compensation, if any, to be determined at the time of appointment.  
Section 7.

The Board of Governors may receive and hold by grant, purchase, deed of trust, or devise, and dispose of and convey any real or personal property, subject to such limitations as the law may prescribe for the benefit of the members but in no instance for pecuniary profit.

#### ARTICLE IV Officers and Duties

##### Section 1.

The President shall preside at all meetings of the Club and the Board of Governors. The President shall designate all appointees and all standing committees and such special committees as may from time to time be required and shall be ex-officio a member of all committees. The President shall execute in behalf of the Club all contracts and other papers upon instruction from the Board of Governors.

##### Section 2.

The Vice-President in the absence of the President, shall perform all the duties of the President and act in his or her place. The Secretary and Treasurer in order named shall act in place and stead of the President if he or she and the Vice-President be absent.

##### Section 3.

The Secretary shall keep a record of all the meetings of the Club and of the Board of Governors in books belonging to the Club and provided for that purpose. The Secretary shall be the corresponding officer of the Club, give all notices of meetings of the members and the Board of Governors, and shall keep all other records of the Club, and shall in general perform all other duties incident to his or her office.

##### Section 4.

The Treasurer shall have charge of the finances of the Club, subject to the direction and supervision of the Board of Governors. The Treasurer shall maintain records and render such reports as required by the Board of Governors.

##### Section 5.

At any meeting of the Board of Governors when all the officers may be absent any Governor may be elected to act as Chairman of that meeting.

#### ARTICLE V Removal of Officers

##### Section 1.

The Board of Governors, with or without cause, by a two-thirds vote of its full membership, may remove any trustee, Governor, Officer, or member of any committee. Such action shall only be taken after ten days' notice in writing shall have been mailed to such Trustee, Governor, Officer or committee member, together with a copy of the charges and a date set at which he may appear before the Board of Governors and have a hearing on the charges. The person preferring the charges shall also be required to be present.

#### ARTICLE VI Suspension and Expulsion of Members

##### Section 1.

Any member of the Club, for cause, may be suspended by a majority vote of the Board of Governors for such period as the Board of Governors may deem proper.

##### Section 2.

Any member of the Club, for cause, may be expelled by two-thirds vote of the Board of Governors. Such action shall only be taken after ten days' notice in writing shall have been mailed to the member together with a copy of the charges and a date set at which he may appear before the Board of Governors and have a hearing on the charges. The person preferring the charges shall also be required to be present.

#### ARTICLE VII Meetings

##### Section 1.

The annual meeting of the Club shall be held on the second Wednesday in January.

##### Section 2.

There shall be two regular meetings of the Club in each of the months from September to June inclusive on such days as the Board of Governors shall fix.

##### Section 3.

A special meeting of the Club may be called by the Board of Governors on the written request of at least seven members addressed to the President and stating the object or reason for calling such meeting. Written notice shall be mailed to each member **entitled to a vote, and posted on the Collectors Club website** at least five days before holding the meeting.

##### Section 4.

A quorum at any meeting of the Club shall be twenty-five voting members in good standing.

#### ARTICLE VIII Cessation of Property Interest

##### Section 1.

No dividends shall be paid for the benefit of any person or corporation and no property shall be disposed of for the pecuniary profit of any member. No part of the net earnings of the Club shall inure to the benefit of any member or individual. In the event of dissolution, no property, real or personal, shall be distributed to members, but after the payment of all debts, liabilities and obligations, all remaining property shall be applied to the advancement of philately by distribution thereof exclusively for such literary, educational or scientific purposes as may be deemed advisable by the Governors in dissolution.

##### Section 2.

All right, title and interest, both legal and equitable which a member may have in and to the property of the Club, subject to the foregoing section, shall cease and terminate in the event of any of the following, (a) the expulsion of such member, (b) the striking of his name from the roll of members and (c) his death or resignation.

#### ARTICLE IX Amendments —

This Constitution may be amended at any annual, regular or duly and properly called special meeting of the Club, at which the required quorum of twenty-five (25) members shall be present, by a vote of two-thirds of the members present and voting, provided that written notice of the proposed amendment shall have been posted on the **Collectors Club website** for a period of at least thirty (30) days preceding said meeting.

#### Bylaws

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Adopted at the Regular Meeting of December 4, 1946. Effective June 10, 1947.

ARTICLE I Members —

Section 1.

Resident Members shall be such persons over the age of twenty-one (21) years (a) as may have a place of business or be employed in the City of New York or (b) reside within a fifty miles automobile-highway radius of Columbus Circle in the City of New York (as determined from the most recent edition of “[Google for such similar maps](#)”).

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Section 2.

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Non-Resident Members shall be such persons over the age of twenty-one (21) years who reside and are employed entirely outside the areas mentioned in Section 1 above. Should a Non-Resident’s qualification change to that of a Resident Member, he shall be transferred to that classification forthwith.

**Deleted:** Associate Resident Members shall be such persons defined in Section 1 who shall be the spouse, significant other or dependent under the age of eighteen (18) of a Resident Member, living at the same address as the Resident Member.¶  
Section 3.¶

Section 4.

Any member may change the classification of his membership from Resident to Non-Resident or from Non-Resident to Resident, upon notification to the Board of Governors and, and subject to such adjustment as the Board of Governors shall decide.

**Deleted:** Associate Non-Resident Members shall be such persons defined in Section 3 who shall be the spouse, significant other or dependent under the age of eighteen (18) of a Non-Resident Member, living at the same address as the Non-Resident Member.¶  
Section 5.¶

Section 6.

(a) Life Members shall be such members as may qualify under Article III hereof. They shall be entitled to all privileges of Resident members.

**Deleted:** or, if between the ages of eighteen (18) and under the age of twenty-three (23) years, from Associate Resident to Associate Non-Resident or from Associate Non-Resident to Associate Resident

(b) Non-Resident Life Members shall be such as qualify under Section 2 of Article III hereof. They shall not be considered Life Members for other purposes of the Constitution and By-Laws, but shall be entitled to all the privileges of the category of non-resident member in which they fall. If a Non-Resident Life Member shall thereafter reside or work within the area specified in Section 1, the Board of Governors shall determine what adjustment in membership classification shall be appropriate.

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Section 7.

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Honorary Members shall be such members as the Board of Governors may deem deserving of such honor, elected by the unanimous vote of the whole Board when two-thirds of the whole Board are present. Honorary Members shall not be required to pay dues and shall be entitled to hold all privileges of Club membership, including the right to hold office and serve as a Governor, provided they also qualify as a member in residence as defined in Section 1 above.

Section 8.

The decision of the Board of Governors in the determination of the eligibility of any applicant for any class of membership shall be final.

ARTICLE II Membership Privileges —

Section 1.

Honorary, Life, Resident, and non-Resident members in good standing shall be entitled to vote at any meeting of the Club, to hold office or to have and hold any fiduciary interest in the property or assets of the Club.

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ARTICLE III Life Membership —

Section 1. Life Membership. Life membership fee shall be twenty times the maximum Resident Membership dues.

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Section 2. Non-Resident Life Membership. Non-Resident Life membership fee shall be twenty times the dues in effect for such category of non-resident membership at the time, without regard to any reduced level of dues for members in Associate status.

ARTICLE IV Initiation Fees —

Section 1.

The initiation fee for members shall be such sum as may be fixed and determined by the Board of Governors.

ARTICLE V Annual Dues —

Section 1.

The annual dues will be established for each membership category by the Board of Governors as the Board shall from time to time determine changes to be necessary.

Section 2.

All dues shall be payable in advance:

(a) For all members on the rolls at the end of the year, the dues shall be billed and payable January 1 of each year.

(b) For members elected during the year, the dues shall be billed and payable as of the first of April, July or October immediately preceding the date of election, on the basis of three-fourths, one-half or one-fourth of the annual dues, respectively.

Section 3.

Any member in default in payment of dues for a period of more than sixty (60) days may be suspended or expelled by the Board of Governors.

ARTICLE VI Rules for Admission —

Section 1.

Every applicant for admission to the membership of the Club must be proposed in writing by one member and seconded by another member.

Section 2.

Accompanying the written application for membership shall be letters from the proposer and seconder stating the qualifications of the proposed new member. Where the proposer is a member of the Board of Governors, letters may be dispensed with. Membership in a National Organization such as the American Philatelic Society, Royal Philatelic Society of Canada, or Royal Philatelic Society (London) can serve as a reference

Section 3.

Applications shall be posted on the Club website for a period of thirty days and shall be submitted to the Board of Governors at their proximate meeting during or after this time.  
Section 4.

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Members shall be elected by the Board of Governors.  
Section 5.

Two negative votes by the Board of Governors shall exclude an applicant from admission to the Club.  
Section 6.

Applicant shall pay the initiation fees and dues at the time of application for membership. Should applicant fail to timely pay the aforesaid fees and dues, the Board of Governors shall not consider the application for membership. In the event the Board of Governors denies the application for membership, the initiation fees and dues shall be refunded promptly to applicant.

ARTICLE VII Governors —

Section 1.

The Board of Governors shall hold regular meetings once a month. Meetings for months of July and August may be omitted.  
Section 2.

Special Meetings may be called by the President and shall be called upon the request of three (3) Governors. A written notice of Special Meetings shall be given at least two (2) days prior to the holding thereof.  
Section 3.

Life, Honorary (as qualified ante Article I, Section 8) Resident, and on-Resident members shall be eligible to be elected as Governors provided, however, 1/3 of overall Governor's positions on the Board of Governors may, as an option, be held by a member not within the 50-mile radius of the Club as required for resident members.

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Section 4.

A quorum shall be one-half of the Board of Governors.  
Section 5.

Any Governor absent from four (4) consecutive meetings without proper excuse may be dropped by the vote of the Board of Governors, but by not less than six (6) affirmative votes.

ARTICLE VIII Committees

Section 1.

There shall be the following standing committees:

- House Committee
- Library Committee
- Membership Committee
- Program Committee

Publications Committee

Section 2.

The President may appoint an Executive Committee to serve in an advisory capacity.

Section 3.

There shall be such other committees as the Board of Governors may from time to time determine to be necessary.

Section 4.

All committees shall be appointed by the President, to whom they shall report and of which he shall be an ex-officio member.

Section 5.

All standing committees shall perform such duties as their titles indicate and shall promulgate such rules and regulations as they may prescribe, subject to the approval of the Board of Governors.

Section 6

The President may, with the approval of a majority of a quorum of the Board of Governors, appoint from time to time Regional Representatives, not to exceed twenty (20) in number. The duties of the Regional Representatives will be such as the Board of Governors may from time to time prescribe. All Regional Representatives must be members in good standing and shall serve at the pleasure of the Board of Governors.

ARTICLE IX Library and Library Funds —

Section 1.

The J. Brace Chittenden Fund shall be maintained as property of the Club. In case of dissolution of the Club, the Library and such portion of unexpended income of said fund as may be needed for the purpose, to the extent possible under the circumstances of such dissolution, shall be transferred to an appropriate institution to carry out the philatelic, educational and scientific purposes thereof; any balance of principal and income of said Fund thereafter remaining to be general assets of the Club.

Section 2.

The principal of said Fund and any accretions thereto shall be invested in such manner as approved by the Board of Governors.

Section 3.

The interest on this fund shall be available only for the purchase of new material and the preservation and maintenance of the existing material in the Library.

Section 4.

The Club may set aside and transfer to the credit of the Library fund a portion of its annual dues, which shall be used only for permanent fixtures or improvements of the Library. The unexpended balance at the end of the fiscal year shall be transferred to the principal of the "J. Brace Chittenden Memorial Fund."

Section 5.



The Library shall be under the care and supervision of a committee who shall be appointed by the President, to serve for one year and thereafter until their successors are appointed.

Section 6.

One of the Committee shall be designated as the Librarian.

Section 7.

The Librarian and the Committee shall make rules and regulations for the ordinary use of the Library, subject to the approval of the Board of Governors.

ARTICLE X House and Replacement Fund —

Section 1.

The Club House and Real Estate shall be maintained as property of the Club and in charge of the Board of Governors.

Section 2.

The Club shall set up and maintain a separate and permanent fund to be known as "House Replacement Fund."

Section 3.

The money of this fund shall be invested in accordance with the approval of the Board of Governors.

Section 4.

The money of this fund shall only be expended for additions to the property, legal assessments or extraordinary repairs and then only upon the approval of not less than two-thirds of the entire Board of Governors.

Section 5.

The Capital Fund is created to provide a source of income for the general maintenance, use and operation of the Club. Expenditures therefrom may be made only from income thereof, but no expenditure shall be made until the total of such fund (either from contributions, accumulated income or other means) shall equal the amount of One Hundred Thousand (\$100,000) dollars or more (if the Board of Governors shall so determine). No payments of principal may be made, except with the unanimous consent of the Board of Governors at a special meeting called to consider such payment at which at least three-quarters of the Board members are present.

ARTICLE XI Publications —

Section 1.

The Board of Governors shall have the power to originate and continue such publications as they may deem required for the best interest of the Club and the advancement of philately, and shall make such rules for the production of, and such prices, as they may deem sufficient for these publications.

Section 2.

The Editor or Managing Agent of such publication shall be appointed by the President, under such designation of duties, privileges and compensations as the Board of Governors may determine and fix.

ARTICLE XI Fiscal Year —

Section 1.

The fiscal year shall be the calendar year.

ARTICLE XIII Nominations —

Section 1.

The President shall each year, at least six (6) weeks before the date of the annual meeting, appoint a Nominating Committee to consist of at least three (3) members who are not at the time members of the Board of Governors.

Section 2.

The Nominating Committee at least thirty (30) days prior to any annual election shall notify the Secretary of its nominations for vacancies on the Board of Governors.

Section 3.

The nominating Committee shall also post a copy of their nominations on the Website at least thirty (30) days prior to the coming annual meeting.

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Section 4.

Seven or more members may nominate members for election to the Board of Governors, by written notice to the Secretary at least twenty-five (25) days prior to the coming annual meeting, which names shall be promptly posted on the Website by the Secretary.

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ARTICLE XIV Voting —

Section 1.

All voting shall be in person or by proxy.

Section 2.

Honorary, Life, Resident, and non-Resident members in good standing shall be entitled to vote.

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ARTICLE XV Order of Business —

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The order of business of all Meetings shall be unless voted otherwise :

Roll Call

Reading of Minutes

Communications

Reports

Unfinished Business

New Business

Elections (if any)

Adjournment

ARTICLE XVI Amendments —

Section 1.

These By-Laws may be amended at any annual regular or duly called special meeting of the Club at which the required quorum of twenty-five (25) members qualified to vote shall be present, by a majority vote of the members present and voting, provided that a notice of the proposed amendment shall have been posted on the Website of the Club for a period of at least thirty (30) days prior to the meeting and a copy of the proposed amendment available in either paper or electronic form to each and every voting member of the Club at least fifteen (15) days before the meeting.

This version incorporates the revisions of 3 June 1998, 12 January 2011, 11 January 2017 and January 2022.

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