

RESTATEMENT OF CERTIFICATE OF FORMATION

OF

CIVIL WAR PHILATELIC SOCIETY, INC.*

[Pursuant to Section 10A-3-4.04 of the State of Alabama Business and Nonprofit Entities Code]

*This Restatement replaced the Constitution in 2013

RECITALS:

- A. The CIVIL WAR PHILATELIC SOCIETY, INC. [CWPS] is a nonprofit corporation existing and in good standing under Title 10A of the Code of Alabama [Code].
- B. The predecessor to the CWPS, the Confederate Stamp Alliance [CSA] was initially organized under a constitution [Constitution] adopted August 2, 1946.
- C. CSA was reorganized and incorporated on February 14, 1968, by the adoption and filing of a Declaration of Incorporation [Certificate of Formation] among the records of the Office of the Probate Judge for Tuscaloosa County, Alabama at Book 25, Page 677.
- D. The Certificate of Formation incorporated by reference all of the terms of the Constitution so that the Constitution merged into the Certificate of Formation and ceased to exist as a governing instrument as of February 14, 1968.
- E. The Constitution, prior to February 14, 1968, and the Certificate of Formation, after February 14, 1968, were amended from time-to-time.
- F. The Trustees, by Resolution duly adopted on July 18, 2020, instructed the President to cause this Restatement of Certificate of Formation [Restatement] changing the name to the CWPS and making certain other changes to be prepared and presented to the members [Members] to be duly voted on by eligible Members for their approval.
- G. The Members voted, in person or by proxy at a meeting duly held on November 21, 2020, and approved the Restatement by a majority of eligible Members voting;

NOW THEREFORE, in consideration of the Recitals, which are incorporated herein by reference as fully as if again set forth below:

A. GENERAL

- 1. This Restatement is authorized and adopted by CWPS in accordance with the requirements of Sections 10A-3-4.04(a) – (d), 10A-1-2.05 and 10A-3-3.02 of the Code.
- 2. This Restatement restates and adopts the terms of the Constitution and Certificate of Formation, as the same were amended from time to time.
- 3. The name of the filing entity is CIVIL WAR PHILATELIC SOCIETY, INC.
- 4. CWPS is a nonprofit corporation formed on February 14, 1968, existing under and in good standing under the laws of the State of Alabama.

5. CWPS shall not issue any stock or like certificates of ownership or indebtedness.
6. The registered agent for CWPS and the registered office of CWPS are Francis J. Crown, Jr., PO Box 278, Capshaw, AL 35742.
7. The organizer of CWPS for the purpose of this Restatement is Richard F. Murphy, President, 1489 Oakhurst Drive, Mt. Pleasant, SC 29466.
8. The Restatement sets forth the provisions of the Certificate of Formation as amended from time to time.
9. The Restatement has been duly adopted by Members in the manner required by law.
10. The Restatement supersedes the original Certificate of Formation and all amendments thereto.

B. OBJECTS AND DURATION

1. The object of CWPS is to promote the collecting of and to encourage the study of the stamps and postal history of the Civil War; to stimulate research and disseminate information with respect thereto; and to foster good fellowship among its Members.
2. The period of duration shall be perpetual unless CWPS is dissolved in accordance with the terms of this Restatement.

C. MEMBERSHIP

1. CWPS is a membership corporation having five classes of Members: Honorary, Sustaining, Active, Life and Junior. Only a Member who is an Active, Life or Sustaining Member may vote in matters brought before the Members for a vote. Junior and Honorary Members may not hold office in CWPS but shall be entitled to all of the other benefits of membership except voting.
2. Any person of good character subscribing to the objects of CWPS may be elected a Member by the Trustees in the manner provided in the Bylaws.

D. TRUSTEES

1. There are eight (8) voting directors (called Trustees) authorized for CWPS. The voting Trustees and their addresses on the date of the filing of this Restatement are:

Richard F. Murphy	1489 Oakhurst Drive, Mt. Pleasant, SC 29466
Deane R. Briggs	2000 N. Lake Eloise Drive, Winter Haven, FL 33884
Larry Baum	316 West Calhoun Street, Sumter, SC 29150
Francis J. Crown, Jr.	PO Box 278, Capshaw AL 35742

Steven M. Roth	1280 21 st Street, NW, Unit 209, Washington, DC 20036
Maurice M. Burse	101 Longwood Place, Chapel Hill, NC 27514
John L. Kimbrough, MD	10140 Wandering Way, Benbrook, TX 76126
John H. Walker	10 Broadoaks Walmley Sutton Coldfield, W. Midlands B76 1BS UK

The immediate Past President of CWPS shall be a Trustee, but shall not be entitled to vote.

2. The management and control of CWPS shall be vested in the Trustees, subject to the terms of the Bylaws and the decisions of Members formally expressed at a meeting of Members.

In addition to four elected Trustees, the officers of CWPS also shall be Trustees.

3. The Trustees shall have the power, by a majority vote of the remaining Trustees, to fill vacancies that occur among the officers and Trustees.
4. The Trustees may, by two-thirds vote of all Trustees, replace any officer, Trustee, or appointee for just cause.
5. Unless otherwise provided for in this Restatement, five Trustees shall constitute a quorum for the transaction of business.

E. OFFICERS

1. The officers shall consist of a President, Vice President, Secretary and Treasurer.
2. The Trustees may elect a Member to the special office of Honorary Life President which the holder shall occupy for the balance of his or her natural life. This Member shall not be required to pay dues during the period of such incumbency and shall not be required to perform any duties to for the CWPS by reason of holding such honorary position.
3. Officers shall be elected biannually for a term of two years and shall serve until January 1 following the election or appointment of their successors.
4. No person elected to the office of President for two successive terms of two years shall be eligible for a third successive term.
5. Officers shall be elected by a plurality of votes cast by Members entitled to vote; either in person or by mail (includes electronic media). The election results (with a tabulation of votes for each candidate) shall be published in the issue of the official publication of CWPS next following the election.
6. Officers shall assume their duties on January 1 following the year in which they are elected to office.
7. Duties of President
 - a. The President shall preside at all meetings of the Trustees and CWPS.

- b. The President, with the advice and approval of the Trustees, shall designate all appointees and committees required or desirable for CWPS. The President shall be an *ex-officio* non-voting (in such capacity) member of all committees. The President may without approval of the Trustees appoint ad hoc committees composed of the former President to make recommendations to the President.
 - c. The President, upon instruction of the Trustees, shall enter into, execute and deliver all contracts and other legal instruments on behalf of CWPS.
 - d. The President shall exercise general supervision over the performance of all officers, committees, and the affairs of CWPS.
 - e. The President shall have the powers and shall perform all duties and actions generally associated with the office of president of a nonprofit corporation.
8. Duties of Vice Presidents
- a. The Vice Presidents shall carry out all assignments assigned to them by the President and perform all of the duties generally associated with their office.
 - b. The Vice President shall perform all the duties of the President in the event that the office of the President is vacant or the President is unable or unwilling to act. In the event the Vice President is unable or unwilling to act, as aforesaid, the officers present at a meeting called for such purpose shall appoint one of their number to so act.
 - c. The Vice Presidents shall have the powers and shall perform all duties and actions generally associated with the office of vice president of a nonprofit corporation.
9. Duties of Secretary
- a. Subject to the direction of the President or Trustees, the Secretary shall keep and maintain the corporate records of CWPS.
 - b. The Secretary shall prepare and mail (or transmit by electronic media) all required notices required to be given by CWPS to Trustees and Members.
 - c. The Secretary shall create minutes of all meetings of the Trustees and Members, such minutes to be subject to the approval of the Trustees.
 - d. The Secretary shall maintain an exact roster of members and shall notify each member of all proposals submitted. The Secretary shall be the custodian of all records, correspondence and any other property of the CWPS placed in his/her care by the President or the Trustees except the bank account and disbursement of fund.
 - e. The Secretary shall have the powers and shall perform all duties and actions generally associated with the office of secretary of a nonprofit corporation.
10. Duties of Treasurer
- a. The Treasurer shall keep and maintain the financial books and records of CWPS.

- b. The Treasurer shall collect the dues of CWPS and shall report on the same to the President and Trustees.
- c. The Treasurer shall cause to be prepared and duly filed with appropriate government entities all tax and other financial records of CWPS.
- d. The Treasurer shall receive, be responsible for, and disburse all monies, but no monies other than current expenses for ordinary and necessary business expenses, or extraordinary expenses not exceeding \$500 per disbursement, shall be expended without the prior approval of the Trustees; shall submit an itemized annual financial statement to the Trustees, a copy of which shall be delivered to any Member upon request; and shall make all records available for inspection by any member at any reasonable time.
- e. The Treasurer shall have the powers of and shall perform all duties and actions generally associated with the office of Treasurer of a nonprofit corporation.

F. SUSPENSION AND EXPULSION OF MEMBERS

1. Any Member may be suspended for cause for such period as the Trustees shall determine by a vote of the majority of the Trustees.
2. Any Member may be expelled for cause by a two-thirds vote of all Trustees. Such action shall be taken only after thirty days written notice to such Member sent by certified mail, such notice to be deemed to be given on the date of mailing, provided the notice has been duly addressed to the Member according to the records of CWPS, with postage and fees fully prepaid. Such notice shall state the charges or offenses giving rise to such proposed expulsion and shall state the date and place where such charges shall be heard by the Trustees. The charged Member shall be entitled to present his or her defense in person or in writing or both.

G. FISCAL YEAR AND MEETINGS

1. The fiscal year of CWPS is the calendar year unless changed by the Trustees.
2. Meetings of CWPS may be called by the President or Trustees by notice Transmitted (mailed or through electronic media) to Members at least thirty days before the date of such meeting. Such notices shall state the time, place and purpose of the meeting. Absent Members shall be permitted and encouraged to vote by written ballot or proxy.

H. DUES

1. The annual dues for Sustaining, Active and Junior Members shall be in such sums as shall be determined by the Trustees.
2. Annual dues for Active, Sustaining and Junior Members shall be paid by January 1 of each fiscal year. Dues for Life Members shall be paid as determined by the Trustees.
3. Honorary Members shall not be required to pay dues.

4. Dues paid by applicants for Membership or reinstatement shall be prorated for the balance of the fiscal year according to a schedule determined by the Trustees.

I. PUBLICATIONS

1. The official publication of CWPS shall be chosen by the Trustees.

J. AMENDMENTS

1. This Restatement may be amended by two thirds votes cast by Members in good standing voting by mail or in person at a meeting duly called for such purpose.
2. The proposed amendment and the theretofore existing provision to be amended shall be published in full in the official publication of CWPS at least thirty days prior to the date selected to vote thereon.

K. DISOLUTION OF CWPS

1. In the event of dissolution in accordance with applicable law, the net assets of CWPS shall be distributed to the American Philatelic Research Library, Bellefonte, Pennsylvania, a 501(c)(3) organization under the Internal Revenue Code of the United States.
2. In the event the beneficiary at the time of the dissolution of CWPS is not qualified as a 501(c)(3) organization, is not in existence, or unable or unwilling to accept the assets of CWPS, then such assets as would have been distributed to such distributee shall be distributed to another 501(c)(3) organization under the Internal Revenue Code of the United States chosen by the Trustees.

NB: Underlined sections are 2020 amendments