



AMERICAN PHILATELIC SOCIETY

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Open Meetings and Records Policy – APS

Adopted March 19, 2007

The American Philatelic Society (APS) belongs to all its members. Meetings of the Board of Directors are open and members are cordially invited to attend them. Records and files of the APS are also available for inspection by members. It is the intent of these policies to allow members to be informed participants in the Society, to promote accountability of leadership and staff and to foster transparency in decision making while at the same time protecting the privacy and security of the members.

Open Meetings

Members shall be permitted to attend business meetings of the Board of Directors as observers, subject to reasonable allowance of available space. The President or the Board may rule that certain discussions be conducted in Closed Session without unauthorized members being present.

Eligible for referral to Closed Session are the following matters: personnel and matters of employment, awards, appointments, qualifications, discipline, inter-organizational agreements, business contracts and negotiations, strategy sessions with an attorney or other advisor in regard to litigation or identifiable claims, meetings to consider the purchase or lease of real property, discussions regarding security systems plans and procedures, discussions which would disclose trade secrets, violate a lawful privilege or lead to the disclosure of information or confidentiality protected by law, or reveal investigations of criminal matters, and unusual or extraordinary matters where the lack of confidentiality would be detrimental to the American Philatelic Society. Action on all matters of policy shall be recorded in the minutes of regular open meetings of the Board of Directors.

Open Records

All books and records of account, reports, records of proceedings, organizational and operational documents, and documents associated with Board or administrative decisions shall be open for inspection by and available to members with the following exceptions: personnel files, including applications for employment or membership and their associated recommendations or objections, disciplinary files, business contracts that are subject to nondisclosure agreements, correspondence that would reveal proprietary information; legal and other professional advice or opinions; work product of staff and committees in progress; information protected by state or federal law, information that would disclose the institution or progress of an investigation, information regarding security of Society property and computers; records subject to the APS Privacy Policy or that would disclose private or financial information of an identifiable individual, records revealing the library usage of an individual, documents used for judging and awards, records that would reveal anonymous donors or conditions of donations, documents subject to the APS Whistleblower policy, and documents which otherwise would impinge on the privacy or reputation of an individual or which were submitted by a third person with a reasonable expectation of privacy.

Other records and information are also to be liberally available unless there are privacy or security considerations involved or unless disclosure would place the APS at a competitive disadvantage, disclose proprietary information, or operate to the detriment of the Society.

Member lists shall be available in accordance with the Privacy Policy of the Society as approved by the Board of Directors.

It is the policy of the APS to post the minutes of meetings of the Board of Directors on the open portion of its website.

While the corporate records described above are available to members, they are not necessarily public records. Access to corporate records is a privilege of membership.

The following records, with certain exclusions allowed by law, are considered public records:

IRS Form 990

IRS Exemption Documentation

Articles of Incorporation

Deeds, mortgages, agreements, judgments or other documents that have been recorded in an official office

Any matter published in the American Philatelist or Philatelic Literature Review

Any matter intentionally released to the public.

It is also the policy of APS to consider its annual audited financial statements public records after review and acceptance by the Board of Directors. It is the policy of the APS to post on the public portion of its website IRS Form 990 and its audited financial statements. Additionally, twice a year, in open session, at the Winter and Summer meetings of the APS Board of Directors an update of the balance sheet and statement of activities will be presented.

Requests for records may be made to the Executive Director or the applicable department head at the APS, with the exception of membership lists, which are subject to specific policies. No member who requests information or copies of Society records shall be required to explain or justify the request. However, information can be refused if it appears that the member has motives other than purposes reasonably related to his interest as a member. An example is if the member wants to use Society information in order to compete with the Society. If a member is refused information or documents, he/she may appeal the refusal to the President of the Society. Either the member or the Executive Director may then appeal to the Board of Directors whose decision shall be final. Requests for public documents should be made in writing to the Executive Director.

A reasonable fulfillment fee for research and copying may be assessed for fulfilling a request for documents and records based on the APRL research fee schedule. The APS will give the member an estimate of what the fee will be for his/her acceptance before processing the request. Requests shall be handled in an expeditious manner.