

# **By-Laws of The Georgia Hosta Society**

## **ARTICLE I- TITLE**

The name of the Society shall be The Georgia Hosta Society.

## **ARTICLE II – PURPOSE**

The purpose of the Society is to be a nonprofit educational society formed to promote, encourage, and foster the development and improvement of the genus Hosta and public interest therein by all suitable and appropriate means.

## **ARTICLE III – MEMBERSHIP**

Section A. Membership is on a calendar year basis. The annual dues of members shall be set by the Board.

Section B. For current members, dues are to be submitted before February 15 of the current year. Any member delinquent in payment by that date shall be removed from the membership list. For new members joining between October 1 and December 31 of the current year, the dues shall be considered paid for the current year and through the following calendar year.

Section C. All members who joined prior to October 1, 1984 shall be considered Charter Members.

Section D. Honorary Membership, which carries no dues requirement, is reserved for long term members who can no longer be active or for non-members who may provide the Society services such as free publicity. Honorary membership is bestowed by a majority vote of the Board and remains in effect until and unless a majority of the Board votes to rescind it. Honorary members have no voting privileges.

## **ARTICLE IV – MEETINGS**

There shall be four regular business meetings of the Society annually at a place selected by the Board. In addition to these meetings, the society's activities may also include hosta shows, plant sales and auctions, socials, educational seminars, and garden tours.

## **ARTICLE V - HOSTA SHOW**

Section A. The Society shall conduct a Hosta Show annually with the exception of years in which the Society serves as host to regional or national convention meetings. In order to waive this requirement in other years, the Board must vote to recommend the waiver to the membership and a notice of the proposed waiver must be published in the newsletter prior to the next regular business meeting. A waiver is granted by vote of the majority of members at the business meeting.

Section B. A Show Chair, or Show Co-Chairs, shall be appointed by the President and announced to the general membership at the 3rd business meeting and shall serve as chair(s) of the show for the following calendar year. Appointed chairs shall meet all requirements set forth by The American Hosta Society for Show Chairs of an accredited hosta show. The Show Chair or Show Co-Chairs shall be empowered to make all arrangements for the show, including the show site and date.

Section C. A show shall not be conducted on a date that conflicts with either The American Hosta Society national convention or a Region Three (Dixie Region) regional meeting.

#### **ARTICLE VI- OFFICERS**

Section A. The slate of officers of the Society shall consist of a President, First Vice-President (Programs), Second Vice-President (Membership), Third Vice-President (Newsletter Editor), Secretary, Treasurer, Parliamentarian, Immediate Past President (ex-officio), and six Directors.

Section B. The above officers shall constitute the Board.

Section C. The officers constituting the Board shall have control and management of the affairs, policies and business of the Society. This group in turn is responsible to the entire Society.

Section D. Each term of office is two years. The President shall not hold the office for more than one full term at a time. First Vice-President, Second Vice-President and Directors shall be limited to no more than two full consecutive terms in those offices. The Treasurer, Secretary, Third Vice-President, and Parliamentarian may be reelected to office by the active membership without regard to the number of terms previously served.

Section E. All officers, with the exception of the Immediate Past President (ex-officio), shall be elected from the active membership of the Society.

Section F. A vacancy in an elected office shall arise upon the death, resignation, non-performance or declination to serve of such officer, or upon the continued absence of an officer from two or more consecutive board or general meetings if such occurrence is deemed by the Board to cause a vacancy.

Section G. Vacancies occurring within a term shall be filled by members in good standing, appointed by the President.

## **ARTICLE VII - DUTIES OF OFFICERS**

The job duties listed below shall be deemed the minimal duties of each officer. Additional duties are outlined in an attached "Job Description Appendix" that is appended to, but not a part of this document.

Section A. The President shall preside at all meetings of the Society and of the Board. He/she shall lead the Board in consideration of all matters pertaining to the Society's welfare. He/she shall appoint all standing committee chairs and shall, as he/she deems necessary, form additional committees for specific purposes as specified in Article IX. The President shall monitor the activities of all committees and shall sit as an ex-officio member of all committees with the exception of the Audit and Nominating Committees. He/she shall report the state of the Society to the membership at meetings and in the Newsletter. He/she shall determine, with Board approval, all locations, dates and times of general business meetings and board meetings.

Section B. The First Vice-President shall function as the Program Chair for regular business meetings of the Society. In the absence of the President he/she shall preside and perform the duties of the President's office.

Section C. The Second Vice-President shall function as Membership Chair. He/she shall register new members and shall provide each with a copy of the Constitution and By-Laws. He/she shall maintain a current membership list and shall provide the list to Board members quarterly. He/she shall be responsible for distributing the newsletter to members prior to each meeting. In the absence of the President and the First Vice-President, he/she shall perform the duties of the President's office.

Section D. The Third Vice-President shall be the Newsletter Editor. The Third Vice-President shall have the responsibility of assembling the Society's newsletter and preparing it for publication prior to each business meeting. He shall provide the completed newsletter to the Second Vice-President for distribution at least two weeks prior to the meeting date.

Section E. The Treasurer shall receive funds, keep charge of working funds of the Society, and pay all accounts by check. He/she shall keep a record of receipts and expenditures and shall render a quarterly report to the Board. The Treasurer shall submit a proposed detailed budget to the Board at the beginning of each year prior to the first board meeting. He/she shall submit the Society's financial records, including documentation of all the previous year's transactions, to an audit committee, appointed by the Board, at the beginning of each year. He/she shall also make the latest quarterly report available to any member upon request.

Section F. The Secretary shall record the activities of all meetings and shall send a copy to the President and to the Newsletter Editor for publication in the next newsletter.

Section G. The Parliamentarian shall have the responsibility of determining proper procedure on all points of order.

Section H. The Directors shall have the responsibility of attending all meetings of the Board and representing the membership in the best interest of the Society. Each Director shall perform such other duties and exercise such other powers as may be assigned by the Board.

Section I. The Board shall have general charge of the funds and affairs of the Society, make appropriations to committees and other agencies and appoint an Audit Committee of three Society members to conduct an audit of the Treasurer's books at the end of each calendar year as specified in Article IX. The Board shall carry out the purpose of the Society and exercise any and all powers of the Society, subject to the Constitution and By-Laws of the Society.

#### **ARTICLE VIII – BOARD MEETINGS**

Section A. The Board shall have a minimum of four meetings per year, prior to each business meeting, for the purpose of conducting the Society's business.

Section B. Additional meetings may be held as the President deems necessary with a minimum of two days notice to all Board members by first-class mail, electronic mail, facsimile transmission, or by telephone.

Section C. Any action required or permitted to be taken by the Board at a meeting may also be taken without a meeting, using electronic mail. The proposed action to be taken shall be transmitted to all Board members by the President, stating the action and setting a specific period for discussion. After the discussion period has ended, the President will again transmit the action to be taken to all Board members and call for a vote, stating the period set for the vote. Approval shall be by a consensus of the quorum of the Board. Any such actions taken by the Board shall be recorded by the Secretary and included in an addendum to the minutes of the next board meeting, stating the action agreed upon and the date of approval.

Section D. A quorum at a Board meeting shall consist of a least 50% of the Board, as defined by Article VI, Sections A and B.

#### **ARTICLE IX – COMMITTEES**

Section A. Standing Committees. The Board may establish, by a majority vote, permanent Standing Committees as it deems necessary for the proper conduct of business of the Society. Such committees shall remain in effect until disbanded by a majority vote of the Board. Standing Committee Chairs and committee members shall be appointed by the President and shall serve at the pleasure of the President. Standing Committees shall take actions and conduct business as allowed by the board but shall not make decisions or take action that requires Board approval without a majority vote of approval by the Board.

Section B. Special Committees. The President may, with Board approval, establish temporary Special Committees as he/she deems necessary for the proper conduct of the business of the Society. Special Committee Chairs and committee members shall be appointed by the President and shall serve at the pleasure of the President. Special Committees shall not make decisions or take action that requires Board approval without a majority vote of approval by the Board.

Section C. Audit Committee. At the fourth Board meeting each year, the Board shall appoint an Audit Committee of three members who shall be charged with reviewing the financial records of the Society for the current year. Such records shall be provided to the Audit Committee at the beginning of the next year by the Treasurer. The Audit Committee shall appoint one of its members as Committee Chair. The committee shall inspect all records for the year to determine if the records are in order and if proper documentation is available. The Audit Committee Chair shall report the committee's finding to the membership at the first regular business meeting of the year.

Section D. Nominating Committee. The Nominating Committee for all Society Officers shall be elected by the membership at the first regular business meeting of the year in accordance with procedures set forth in Article X - Section A.

#### **ARTICLE X – ELECTION AND INSTALLATION OF OFFICERS**

Section A. The Nominating Committee for all Society Officers shall be elected by the membership at the first regular business meeting of the year and shall consist of three members present at the meeting. A member shall not serve on the Nominating Committee more frequently than once every three years. The Nominating Committee shall elect one of its members as Chair. The Nominating Committee shall select a slate of officers for the next term of office. It shall be the duty of the Chair to report nominations at the third regular business meeting. At that meeting, nominations may also be made from the floor by members.

Section B. The election of Officers shall be conducted at the 3rd regular business meeting. Officers may be elected as a slate or individually at the discretion of the membership present at the election. The majority vote of the members present at the meeting shall constitute election of Officers.

Section C. After the election of Officers at the third regular business meeting, the current or outgoing President shall install or cause to be installed the Officers for the ensuing terms into their respective office. Formal installation shall take place at the fourth regular business meeting. The new terms of office shall begin with the new calendar year.

#### **ARTICLE XI - RULES OF ORDER**

Robert's Rules of Order shall govern all meetings.

## **ARTICLE XII - AMENDMENTS**

Amendments to the By-laws shall be initiated by a majority vote of the members present at any regular Business Meeting of the Society, or by the Board. The proposed amendment shall be considered at the next business meeting provided that notice of the proposed amendment is contained in the notice of the meeting. The proposed amendment shall be ratified and adopted only if it receives approval of a majority of the active members present at the meeting.

*Last Revised: September 23, 2017*