

By-Laws (PROPOSED CHANGES ARE IN RED)

Midwest Regional Hosta Society

July 9, 2010 revised July ~~2016~~ **2019**

ARTICLE I – NAME

This organization shall be known as “The Midwest Regional Hosta Society”.

ARTICLE II – PURPOSE

The Society was organized exclusively as a nonprofit educational society formed to foster and promote knowledge of and interest in the genus Hosta. The Society shall engage only in activities consistent with organizations that are exempt from Federal Income tax and whose contributions are deductible under Internal Revenue Code Provisions.

ARTICLE III – MEMBERSHIP AND DUES

- Section 1 Membership in the Society is open to the public, without reservation, upon application for membership and payment of the applicable membership dues.
- Section 2 The membership of the Society shall be divided into the following classes: Family and Life, the latter of which may only be awarded for merit by the Board.
- Section 3 The dues of all classes shall be set by the Board. Dues are payable by the year, becoming due and payable on January 1 and are based on the calendar year.

ARTICLE IV – FINANCE

- Section 1 The fiscal year of the Society shall be from January 1 to December 31.
- Section 2 The Society shall be supported by membership dues, donations, auctions/silent auctions and other fundraising activities.
- Section 3 No funds of the Society shall be used for salaries or other compensation for officers.
- Section 4 A budget shall be prepared annually by the Treasurer.
- Section 5 The proposed budget for the oncoming fiscal year shall be presented for review and approval at the annual meeting. Expenditures under the approved budget may not exceed the total amount of approved expenditures in the budget unless there is an offsetting increase in income, or the expenditures are approved in advance by the Board.
- Section 6 Necessary expenditures incurred by members of the Board in the discharge of their duties to the Society, shall be paid by the Treasurer, subject to approval of the President. Any other expenses of any member of the Board must have preliminary approval of the President and the Treasurer, prior to expenditure, and be submitted to the Board for final approval.
- Section 7 In the event of the dissolution of the Society, all assets remaining after payment of legitimate expenses shall be distributed equally to the AHS National Display Gardens in Region 5 who are 501c3 organizations.

ARTICLE V – OFFICERS AND DUTIES

- Section 1 The officers of the Society shall consist of the following: PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, **MEMBERSHIP CHAIRPERSON**, NEWSLETTER EDITOR, WEBMASTER, DIRECTOR AT LARGE, IMMEDIATE PAST PRESIDENT, and AHS REGIONAL DIRECTOR. These officers shall constitute the voting members of the Board and are hereinafter referred to as the Board.
- Section 2 Vacancies other than the Presidency occurring between meetings shall be filled by appointment of the President, with approval of the Board.
- Section 3 The President shall preside over all meetings of the Society. The President shall appoint all Committee Chairpersons, shall serve as ex-officio member of all committees except the Nominating Committee, and shall perform such duties as the advancement of the interests of the Society require. The President shall report on the state of the Society to the membership at the annual meeting and in the publications of the Society.
- Section 4 The Vice President shall preside in the absence of the President. He/she shall perform any other duties incumbent upon the office, including convention liaison. The Vice President and Immediate Past President shall, under advisement and approval of the Board, seek hosts for future conventions.
- Section 5 The Secretary shall record the minutes of the Board including electronic meeting minutes, Annual and MRHS Winter Conference meetings, and actions taken. Upon approval by the Board, the Secretary shall provide all minutes to the *Hosta Leaves* Editor for publication
- Section 6 The Treasurer shall receive all funds from payments of memberships and all other funds of the Society, be responsible for all Society monies; discharge accounts payable by check and maintain adequate financial records, prepare and render an annual report at the annual meeting, and, upon approval by the Board, authorize publication of the annual financial report to the general membership. ~~The Treasurer shall receive all new memberships, maintain a current membership list, and provide the same to the *Hosta Leaves* Editor.~~ When the Treasurer retires or resigns from office, ~~or when requested by the board,~~ the books must be audited by an independent auditor.
- Section 7 ~~The Membership Chairperson shall receive all new memberships, maintain a current membership list, and provide the same to the *Hosta Leaves* Editor and Webmaster for publication. The Membership Chairperson shall notify members when their membership is due for renewal. The Membership Chairperson shall also send email correspondence to the general membership as required.~~
- Section 7 8 The Regional Director of the Midwest Regional Hosta Society shall also serve on the Board of Directors for the AHS, and act as a liaison between the AHS and The Midwest Regional Hosta Society (MRHS). He/she shall communicate between the Board of Directors of the AHS and the Board of the MRHS.
- Section 8 9 The Editor shall be responsible for publishing the official Society publication, *Hosta Leaves*. The publication shall contain material that is of interest to all

- members of the Society, and such material shall be in keeping with the purpose and intent of the Society. Publication will be on a semi-annual basis.
- Section 9 10 The Webmaster shall be responsible for maintaining the official web site of the Society and shall post material of interest to all members of the Society, and material that is in keeping with the purpose and intent of the Society, including newsletters, meeting notices and minutes.
- Section 10 11 The Director(s) at Large shall be responsible for finding the location of the Winter Conference, determining registration fee (with board approval), engaging speakers, and conducting and organizing the event. This position is filled by the person or persons who plan the Winter Conference, as long as there is a Winter Conference. In the event the Winter Conference is no longer held, the position of Director(s) at Large will be elected from the general membership with term limits consistent with other elected positions and should be filled by a candidate that brings some special expertise to the Board.
- Section 11 12 Any voting member of the Board who fills more than one voting position shall have only one vote. In the event that any position is filled by co-chairs, only one shall have a vote.

ARTICLE VI – TERMS OF OFFICE

- Section 1 The term of President, Vice President, Secretary and Regional Director is two years. The following positions have no term limits: Treasurer, **Membership Chairperson**, Newsletter Editor, Webmaster, and Director at Large. Election to fill these positions will be held only when a vacancy occurs. Two consecutive terms constitute maximum tenure for the President, Vice President, Secretary and Regional Director, excluding appointment for vacancies occurring to fill unexpired terms. Elections shall be held annually as necessary. The Past President Position changes automatically as the President Changes.
- Section 2 All Committee Chairpersons serve only at the appointment of President, with approval of the Board.
- Section 3 Any Board member who misses two Board meetings without prior approval of the President may be removed from office.

ARTICLE VII – MEETINGS

- Section 1 The Board shall meet prior to the annual meeting of the Society and prior to the MRHS Winter Conference. Two-thirds (2/3) of the members of the Board shall constitute a quorum. Approval of actions put forth at Board meetings require a simple majority of the Board present. Additionally, electronic meetings may be called as needed by giving 5 days' notice of such meeting. Two-thirds (2/3) of the members of the Board shall constitute a quorum for online meetings. Approval of actions put forth in electronic meetings requires a simple majority of the Board members participating.
- Section 2 The annual meeting of the Society shall be held at a site and at such time as determined by recommendation of the Vice President and approval of the Board. The host/host group shall schedule a general business meeting, a hosta garden

tour, an auction/silent auction, an accredited cut leaf show, and a judge's clinic. Waiver of any of the aforementioned criteria for the annual meeting must be approved by the Board. Any variance in annual meeting criteria or frequency must be approved by the Board.

- Section 3 The members present at any properly announced meeting shall constitute a quorum. Motions require two thirds (2/3) affirmative vote of members present and voting for passage.
- Section 4 Special Meetings may be called by any member of the Board with a one month notice of such meeting if in person or 5-day notice of such meeting if by email.
- Section 5 The Midwest Regional Hosta Society Winter Conference shall be held annually, or such other frequency as agreed to by the Board.
- Section 6 Monies received from the auction at the annual convention or Winter Conference shall be retained by the Midwest Regional Hosta Society. With prior approval of the Board, the local hosting society may retain monies received from a silent auction.
- Section 7 In the instance of Conventions being sponsored by individual hosts, rather than a local society, all monies shall be retained by MRHS.
- Section 8 Robert's Rules of Order Newly Revised, unless otherwise specified herein, shall govern all business meetings.

ARTICLE VIII – COMMITTEES

- Section 1 The President shall appoint, with the approval of the Board, chairpersons of Standing Committees as needed.
- Section 2 The Nominations Committee shall consist of at least three elected Board Members, excluding the President. The Nominations Committee shall present a slate of candidates for open positions to be voted upon at the annual meeting, following the advice and approval of the Board.

ARTICLE IX – AMENDMENTS

- Section 1 These bylaws may be amended at any annual meeting when an amendment is submitted in writing to the Board for approval and published in the Society publication and posted on the Society website prior to the Annual Meeting. Amendments must be approved by a two-thirds vote of members in attendance.
- Section 2 These bylaws shall be reviewed as needed to assure that they continue to reflect the purpose and operations of the Society.

ARTICLE X – DISSOLUTION

- Section 1 Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue code, or corresponding section of any future federal tax code.
- Section 2 Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of the section 501 (c) (3) of the Internal Revenue

Code, or corresponding section of any future federal tax code, as set forth in Article IV Section 7 of these Bylaws. or shall be distributed to the federal government, or to a state or local government, for a public purpose, Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI – ADOPTION OF BYLAWS

The bylaws shall be declared adopted when approved by a 2/3 majority of the voting members at an Annual Meeting.

Approved _____ June _____, 2019 .

Barry R. Ankney, President
Midwest Regional Hosta Society