



# New England Hosta Society

## NEHS BYLAWS

(Revised 2014)

### Article I - Name

The name of the organization shall be the New England Hosta Society and herein referred to as NEHS or the Society.

### Article II - Purpose and Status

*Section 1. Purpose:* The NEHS is organized exclusively as a non-profit educational society, formed to foster and promote the knowledge of and interest in the genus Hosta, and to encourage and foster the development and improvement of the genus Hosta and the public interest therein.

*Section 2. Nonprofit status:* The NEHS shall be conducted, managed and operated as a nonprofit organization under the provisions of Chapter 180 of the General Laws of the Commonwealth of Massachusetts, as amended and under the Internal Revenue Service Code 501(c)(3) organizations as amended.

### Article III - Membership and Dues

*Section 1. Eligibility for membership:* Membership shall be open to anyone who supports the purpose of NEHS as outlined in Article II, Section 1. Membership shall be granted after receipt of membership form and payment of dues. The NEHS shall not restrict or limit membership based upon race, religion, color, creed, gender, disabilities, sexual orientation or national origin.

*Section 2. Annual Dues:* The categories of members and rates of membership dues shall be set by the Management Committee and ratified by the membership at the annual meeting each time a change is proposed. Membership dues are for a calendar year and shall be due and payable as of January 1 of each year. New members joining after August 31, will be deemed to be paid through December 31st of the following year.

*Section 3. Categories of Membership:* There are four categories of members:

- a) Individual membership will provide the benefits of membership to a single individual.
- b) Family - Family membership will provide the benefits of membership to two individuals from the same household.
- c) Life - A dues-exempt life membership shall be extended to all past presidents with all the benefits of membership.
- d) Honorary - Individuals who have made an outstanding contribution to NEHS may be elected for a dues-exempt honorary membership upon recommendation of the Board of Directors and approval by a majority vote of members at the annual meeting. Honorary members will be provided the benefits of membership.

Section 4. Voting Rights: Only members in good standing and present voting at the meeting shall have the right to vote at the annual meeting and on other issues as the Management Committee may bring before the members. The member must be present at the meeting to vote.

Section 5. Resignation and Termination: Nonpayment of dues by March 15th will be considered the equivalent of a resignation of membership from NEHS. Membership may be restricted, suspended or terminated for any individual whose conduct is found to be detrimental to the interests of the NEHS as determined by a majority vote of the Management Committee.

Section 6. Sales-for-Profit: Any member wishing to participate in any NEHS group activity involving sales-for-profit shall be required to have attended at least two (2) meetings in the past year.

#### **Article IV - Parliamentary Authority**

The Rules contained in the Roberts Rules of Order, Revised, shall govern the meetings of the Society.

#### **Article V - Meetings of the Members**

Section 1. Annual Meeting: There shall be an annual meeting of the Society in the fall at a date set by the Management Committee for the election of officers, trustees and the transaction of other business.

Section 2. Notification: Notification of general membership meetings must be received by the members at least thirty (30) days before the meeting.

Section 3. Special Meetings: Special meetings of the general membership may be called by the President or a majority of the officers or whenever at least ten (10) members shall make a written request. Notifications of special meetings must be received by members at least 7 (seven) days before the meeting.

Section 4. Quorum: At least twenty (20) members must be present at the Annual meeting or at a Special meeting to constitute a quorum.

Section 5. Approval of a Motion: A majority vote of the members present at a meeting shall constitute approval of a motion.

#### **Article VI - Officers and Trustees**

Section 1. Officers: The Officers of the Society shall be: President(s), Vice President(s), Secretary and Treasurer.

Section 2. Board of Directors: In addition to the Officers, there shall be three (3) Trustees who are elected by the general membership to serve on the Board of Directors.

Section 3. Terms of Board of Directors: The President(s) and Vice President(s) will each serve a two (2) year term. The President(s) and Vice President(s) may serve one (1) additional consecutive term for a maximum of four (4) years. The Secretary and Treasurer shall serve renewable three (3) year terms for a maximum of six (6) years. Trustees will serve for renewable two (2) year terms for a maximum of four (4) years. The outgoing President will automatically become the fourth (4th) Trustee for a two (2) year term or until there is a new past President.

Section 4. Additional Appointments: The Officers shall appoint the Newsletter Editor, Membership Chair, Hospitality Chair and Director of Development to serve for renewal three (3) year terms for a maximum of six (6) years.

Section 5. Management Committee: The Management Committee shall consist of the Officers, Trustees, Newsletter Editor, Membership Chair, Hospitality Chair and the Director of Development. All members shall have a voice and vote.

Section 6. Vacancies: Vacancies in any position on the Management Committee other than President shall be filled by the Management Committee by a majority vote. That person shall serve until the next Annual Meeting. A vacancy in the office of President shall automatically be filled by the Vice President until the next Annual Meeting.

Section 7. President's Role: The President(s) presides at all Society, Board of Directors and Management Committee meetings, and appoints ad hoc committees as necessary to conduct the Society's affairs.

Section 8. Vice President's Role: The Vice President(s) presides at all meetings in the absence of the President, coordinates NEHS's yearly programs, serves as the liaison to Tower Hill or other meeting sites to coordinate meetings, and performs such other duties as assigned by the President.

Section 9. Secretary's Role: The Secretary keeps a record of all Society, Board of Directors and Management Committee meetings, gives all necessary notices of meetings, and performs such other duties as properly pertains to the office, including custody of all official records.

Section 10. Treasurer's Role: The Treasurer receives and collects all monies due the Society, makes disbursements, makes financial reports at all Management Committee meetings, and prepares an annual written report to the membership for the Annual Meeting.

Section 11. Trustee's Role: The Trustees have the responsibility to attend all meetings of the Society, Board of Directors and of the Management Committee unless otherwise excused by the President.

Section 12. Audit Committee: The Board of Directors shall appoint an audit committee annually to audit the financial records of NEHS. The audit shall be conducted by a committee consisting of one (1) member of the Board of Directors and one (1) member from the general membership.

Section 13. Records to Retain: The Treasurer shall keep all historical records for a minimum of seven (7) years, and retain all tax-exempt status and organizing documents, such as the articles of incorporation and bylaws, permanently. Upon fulfillment of the office, the Treasurer will give the records to the incoming Treasurer. The Secretary shall record and maintain all Management Committee and general membership meeting minutes for seven (7) years, and retain a duplicate set of all tax-exempt status and organizing documents permanently. Upon fulfillment of office, the Secretary will give all records to the incoming Secretary. Any and all requests for disposal of Society records will require a majority vote of the Board of Directors.

Section 14. Conflicts of Interest: Whenever an Officer or Trustee has a financial or personal interest in any matter coming before the Management Committee, the affected person shall a) fully disclose the nature of the interest, and b) withdraw from lobbying, and voting on the matter.

Section 15. Compensation: No officer or member shall receive any compensation or emolument from the organization other than for services rendered and for disbursements incurred by authority of the Management Committee.

## **Article VII - Meetings of the Management Committee**

Section 1. Meetings: Meetings of the Management Committee shall occur at least three (3) times a year.

Section 2. Quorum: At least six (6) members of the Management Committee must be present to constitute a quorum.

Section 3. Special Meetings: Meetings of the Management Committee may be called by the President or by written request of four (4) members of the Management Committee. Notification of special meetings must be received by the Management Committee at least seven (7) days before the meeting.

Section 4. Voting: A majority vote of the Management Committee present at and voting a meeting shall constitute approval of a motion.

## **Article VIII - Meetings of the Board of Directors**

Section 1. Meetings: Meetings of the Board of Directors may be called by the President or by written request of three (3) members of the Board of Directors. Notification must be received at least seven (7) days before the meeting.

Section 2. Quorum: At least five (5) members of the Management Committee must be present to constitute a quorum.

## **Article IX - Finance**

Section 1. Residence Requirement: The Treasurer is responsible for conducting the financial affairs of the Society. Persons nominated for the office of Treasurer must reside in the Commonwealth of Massachusetts.

Section 2. Account Co-signer: The Board of Directors will appoint a member of the board to serve as a co-signer on any bank accounts. The co-signer will have full access to the records of the bank account and will conduct a review monthly.

Section 3. Business Address: The business address of the New England Hosta Society will be the address of the Treasurer.

Section 4. Fiscal Year: The fiscal year of the New England Hosta Society will run from January 1 to December 31.

Section 5. Annual Budget: The Treasurer, with input from the Management Committee, will prepare the budget for the next fiscal year.

Section 6. Financial Reports: The Treasurer will report the current status of NEHS finances to the membership and Management Committee at every meeting. On February 1st of each year, the Treasurer will prepare a report for the previous fiscal year for presentation to the Management Committee for transmission to the membership. The report should contain a cover letter of discussion, financial statement on the net worth of the society, and report on income and expenditures. Additional reporting on the status of various projects may be included. A Treasurer's report will be published in the Society's newsletter at least quarterly.

Section 7. Expense Reimbursement: The Treasurer is authorized to reimburse funds to Management Committee members who submit receipts consistent with their normal activities on behalf of the Society. Members at-large may only submit receipts for reimbursement if the expenditure was authorized by the Management Committee in advance.

Section 8. Vendor Payments: Where possible invoices should be presented to the Treasurer for direct payment to the vendor. Guest Speaker host expenses must be within the approved budget and will only be reimbursement when full documentation is

presented to the Treasurer.

Section 9. Management of Collected Funds: Cash and checks collected at a Society function will be counted by two (2) members and reported to the Secretary or Vice President for documentation. The money will then be turned over to the Treasurer for deposit. At no time should a member consolidate money paid to the Society with money owed to a member. All money collected and receipts for reimbursement should be kept separate.

Section 10. Non-Operating Expenses: All expenditures not directly related to the maintenance and operation of the Society's activities, such as memorial contributions, scholarships for students, and outreach activities such as maintaining public gardens, must be authorized by a majority vote of the membership attending and voting at the annual meeting or any other meeting as announced in the Society newsletter.

Section 11. Taxes: The Treasurer is responsible for filing annual tax reports to the Commonwealth of Massachusetts and the Internal Revenue Service before the annual due dates. Documentation of these filings will be presented to the Management Committee.

### **Article X Nominations**

Section 1. Nominating Committee: The Nominating Committee shall be appointed by the Management Committee.

Section 2. Presentation of Nominees: The list of nominees shall be included in the notice of the Annual Meeting.

Section 3. Nominations by Members: Nominations may be accepted from the floor at the Annual Meeting.

### **Article XI Adoption of Bylaws**

The Bylaws shall be declared adopted when approved by a majority vote of the members in attendance and voting at an Annual Meeting or Special Meeting for which the membership has received timely notice.

### **Article XII Amendments**

Amendment of the Bylaws may be initiated by any member and shall be amended through the following process:

- a) Bylaw change request must be submitted in writing to the Management Committee for approval by the Management Committee.
- b) Proposed Bylaws changes will be published in the Society newsletter to notify the general membership.
- c) Bylaws will be presented at the next general meeting of the membership.
- d) Amended Bylaws will require a 2/3 majority vote at the annual meeting of the Society.

### **Article XIII Whistleblower**

The Board of Directors must investigate any complaints and concerns brought to their attention from members regarding potential misuse of the Society's finances or other concerns.