

NEHS BYLAWS

(Revised March 2019)

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 Right

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 sent to the members at least thirty (30) days before the meeting. Notification will be provided via email and publication on the NEHS web site, except for those members receiving notification via postal mail per the NEHS Communications Policy (Article 14, Section 1).

Section 3. Special Meetings

Special meetings of the general membership may be called by the President or a majority of the Board of Directors or whenever at least ten (10) members shall make a written request. Notifications of special meetings must be sent to members at least 14 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, except for changes to the Bylaws, which require a 2/3 majority..

Article VI - Officers and Trustees: Terms of Office

Section 1. Officers

The Officers of the Society shall be President(s), Vice President(s), Secretary and Treasurer. In accordance with Commonwealth of Massachusetts regulations, the Secretary and Treasurer must reside in Massachusetts.

Section 2. Board of Directors

The Board of Directors shall consist of the Officers of the Society and four (4) Trustees. Three Trustees at-large shall be elected by the general membership. The fourth Trustee shall be the immediate past president.

Section 3. Terms of Board of Directors

The President, Vice President, and Trustees at-large shall be elected to a two year term.

The Secretary and Treasurer shall be elected to a three year term.

The term of office will begin on January 1 following the annual business meeting. If the position is vacant at the time of the annual meeting, the person elected or appointed may assume their duties immediately.

Section 4. Term Limits

The President, Vice President, Secretary, and Trustees may serve two terms.

The Treasurer may serve three terms.

In the event that an officer is appointed to a position by the Board of Directors on an interim basis, as provided in Article VI, Section 7, the time served on an interim basis shall not count toward the term limits.

In the event that a member of the Board of Directors has served the maximum number of terms and the Nominating Committee is unable to find a volunteer to run for that position, members of the BoD may be elected to continue in their positions on an acting basis.

Section 5. Additional Appointments

The Officers shall appoint the Newsletter Editor, Membership Chair, Hospitality Chair and Director of Development to serve for renewable three (3) year terms.

Section 6. 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 7. Vacancies

Vacancies in any elected 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 end of the calendar year. A vacancy in the office of President shall automatically be filled by the Vice President until the next Annual Meeting.

Article VII Nominations

Section 1. Nominating Committee

The Nominating Committee shall be appointed by the Management Committee. It shall develop a slate of candidates for elected position coming due in the calendar year.

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 VIII Management Committee Responsibilities

Section 1. 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 2. 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 3. 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.

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 4. 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.

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.

Section 5. Trustee's Role

The Trustees attend meetings of the Society, Board of Directors and of the Management Committee. Trustees provide advice to Officers and represent the interest of NEHS members in Management Committee deliberations.

Section 6. Audit Committee

The Board of Directors shall appoint an audit committee annually to audit the financial records of NEHS. The committee shall review receipts, disbursements, and bank statements and confirm that the requirements for state and federal tax exempt status have been satisfied. 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 7. 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 8. 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 IX - Meetings of the Management Committee

Section 1. Meetings

Meetings of the Management Committee shall occur at least three (3) times a year. Meetings may take place using electronic or telecommunications mediums, such as phone conferencing, email, and group conferencing applications.

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 sent to 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 X - 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 sent at least seven (7) days before the meeting.

Section 2. Quorum

At least five (5) members of the Board of Directors must be present to constitute a quorum.

Article XI - 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. Per Commonwealth of Massachusetts regulations, the co-signer must be a resident of Massachusetts. 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 each fiscal year. The Management Committee will discuss and approve the budget for the upcoming fiscal year at the Annual (October) meeting.

Section 6. Financial Reports

The Treasurer will report the current status of NEHS finances to the membership and Management Committee at every meeting. At the first meeting of the calendar 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 full treasurer's report in hard copy will be available to every member at the first meeting of the calendar year. Members may request a copy of the financial report at any time during the year.

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 commingle 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 XII Communications Policy

Section 1. Communications to Members

The Society shall communicate with members via the newsletter and the NEHS web site. The newsletter will be delivered to members via email and will be posted on the NEHS web site. Those members who do not have access to email or a web browser may request that the newsletter be delivered by postal mail for an additional membership fee to cover the costs of postage. The Management Committee may waive this additional fee.

Section 2 Copyright

The newsletter is Copyright NEHS. Newsletter content may not be republished by other societies without the permission of the Management Committee and must acknowledge the original author and NEHS. However, NEHS encourages and welcomes links to its web site from other hosta societies and gardening oriented associations. NEHS participation in newsletter exchange agreements shall constitute permission under this article.

Section 3. Web Site

The Society may set up a members-only, password protected portion of the web site.

Article XIII Amendments to the Bylaws

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

- a) If a bylaw change is proposed by a member who is not a member of the Management Committee, the Management Committee will make a recommendation to the membership regarding the proposed change.
- b) Proposed Bylaws changes will be published in the Society newsletter to notify the general membership.
- c) Bylaws amendments 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 or at a special meeting of the Society.

Article XIV 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.