

BY- LAWS OF SOUTHERN MICHIGAN DAYLILY SOCIETY, INC.

Ratified: September 2007

Amended: Oct. 10, 2010 – Articles IX, XII, XV 'D'

Amended: Aug. 17, 2012 – Article XV 'E'

Amended: Aug. 15, 2014 - Article VIII 'C' (6 meetings to 4); Article X 'D' (added third paragraph)

Amended: September 16, 2017 – Articles IV, VI, VIII, IX, X

ARTICLE I: NAME

The name of this organization shall be the Southern Michigan Daylily Society, Inc. The society may also be known as SMDS. These by-laws and amendments shall be kept in the possession of the presiding Secretary. Copies of said By-laws shall be maintained by the President and/or by the Secretary.

ARTICLE II: PURPOSE

SMDS is a non-profit organization. The purpose of this Society is to promote interest in and to encourage and foster the development and improvement of the culture and enjoyment of the genus *Hemerocallis*. An implied purpose of SMDS is to also promote membership and participation in the American Hemerocallis Society and its efforts.

ARTICLE III: MEMBERSHIP AND VOTE

Membership shall be open to any person or organization who is interested in the objectives of the Society, adheres to the By-laws, and promptly pays the appropriate dues.

Each member shall be entitled to one vote. Memberships designated as "Individual" memberships are entitled to one vote in general membership elections and ballot item voting. Memberships designated as "Family" memberships (two adults at the same address) are entitled to TWO adult votes. An adult is defined as a person 18 years or older.

A youth (anyone under the age of 18 years) sponsored by a member in good standing shall not be required to pay dues, yet shall be entitled to all privileges of membership except such youth shall not be permitted to vote in elections or matters of issue. The youth is defined as a person who has not reached their 18th birthday by the date of the vote.

Organizations who hold memberships in this society are not allowed votes in elections or matters which require a vote.

Honorary Life memberships may be conferred upon adult individuals who have contributed significantly to the development and improvement of the genus *Hemerocallis*, or who have rendered honorable and distinguished service to the Society. Upon the recommendation of the board and by a two-thirds ballot vote of the members at a general membership meeting, an Honorary Life membership may be conferred, and shall include all the usual privileges of membership.

ARTICLE IV: DUES

The cost of membership in SMDS shall be recommended by the board and ratified by a majority vote of the members present and voting at such meeting.

Annual membership is deemed to begin on January 1st of the year it is paid, and end on December 31st of that year. Annual dues are due and payable by March 31st of that year. Any member who has not paid dues by this date for a given year, may be removed

from the membership roster, and forfeit all rights of membership.

Any new member joining after September 15th shall retain membership for the following calendar year.

Dues shall be paid directly to the Membership Chairperson. The Membership Chairperson must update the official membership list and immediately notify the newsletter editor about the updated membership. The Membership Chairperson shall forward all collected dues to the Treasurer.

Membership in good standing in the American Hemerocallis Society is a prerequisite for joining the Southern Michigan Daylily Society the first year, at which time SMDS dues are waived for the first year. After the first year, membership in the American Hemerocallis Society is a highly recommended option, but not a requirement.

ARTICLE V: DUTY OF MEMBERSHIP

Members are expected to conduct themselves so as to be a credit to the society.

It should be the desire of each member to contribute to fundraising activities, program planning, exhibition shows, judge's clinics, and any other activities planned by the board or its representatives.

It should be the desire of the membership to attend and participate in general membership activities.

It should be the desire of the membership to provide suggestions for society activities. Suggestions from the membership may be received by the board in person or in writing and should be discussed and documented by the board at the next scheduled meeting.

It is the duty of each member to keep dues timely paid according to procedures outlined elsewhere.

ARTICLE VI: QUORUM

A QUORUM shall be defined as the number of members that must be present for the legal transaction of business at a given meeting.

A quorum of the board shall be a majority of the board members.

A quorum of the general membership shall be the members present.

ARTICLE VII: CONDUCTING BUSINESS

Meeting mechanics shall be loosely tied to "Roberts Rules of Order".

Basically, any member in good standing present at a meeting may make a motion, then, if such motion is seconded, discussion shall be had on such motion; then, if required, a vote by raised hands shall be taken on said motion. Unless otherwise specifically specified herein, a vote of the majority of the members constituting a quorum shall determine the outcome of the issue(s) being voted upon or discussed. Such discussion shall be conducted at the appropriate time, as called for by the presiding officer at the meeting. In other words, discussion and motions from the floor, not indicated on the printed agenda, must be levied at an appropriate and fitting time.

If the results of a voice vote on a motion are questioned, the chair of the meeting shall physically count the votes and the vote count shall be recorded in the meeting

minutes.

Any changes to the SMDS by-laws must be provided for the general membership review and a vote of the general membership must be conducted before said changes become effective.

ARTICLE VIII: MEETINGS

A. GENERAL MEETINGS: It is suggested that at least four (4) general meetings shall be held each year at a time and place designated by the Board. All members shall be notified of such meeting at least 14 days prior to the scheduled date of such meeting either by print and/or electronic communication. A printed treasury report is to be provided at these General Membership meetings. Minutes from board meetings should also be available for the general membership's review, if requested.

The structure of general meetings shall loosely consist of the following items, if applicable:

- Call to order
- Welcome of visitors and members
- Review of printed agenda and discussion items
- Reading of previous minutes, treasury report, membership report and other applicable business/committee reports.
- Other business or presentations
- Motion for adjournment

B. SPECIAL MEETINGS: A Special Meeting may be called by the President or by a majority of the Board. The call for such special meeting(s) must state the business to be transacted; no business shall be transacted except that specified in the call. All members shall be notified at least 14 days prior to the scheduled date of such special meeting.

C. BOARD MEETINGS: Board Meetings must be held at least 4 times a year. A quorum of the board members must be present at these 4 meetings. Notice of these meetings must be given in reasonable time for all members to attend. Board conference calls will constitute an official Board Meeting if designated as such by the President, provided official minutes be kept and recorded and made available to the members.

ARTICLE IX: BOARD OF DIRECTORS

SOCIETY: The Society shall have a Board of Directors, which will typically consist of four (4) Officers plus one (1) or two (2) Directors as follows: the President, the Vice President, the Secretary, the Treasurer, and up to two Directors. The absolute minimal Board Members shall be the four Officers: President, Vice President, Secretary and Treasurer. If, at an Election Meeting, there are less than four members volunteering to serve as Officers of the Society a Special Meeting on the Dissolution of the Society shall be scheduled and announced as required in the By-Laws.

OFFICERS and DIRECTORS: shall serve for a two-(2) year term.

In general, it shall be the obligation of the board to bring major issues to the vote of the Society. In addition, the board shall see that all orders, directives and resolutions of the by-laws and membership are carried out and fulfilled.

ARTICLE X: OFFICERS AND THEIR DUTIES

Officers and directors are representatives of the society and are expected to be ambassadors. Their duties are to be performed in good faith, in a manner which they believe to be in the best interest of the Society.

In addition, the board shall be responsible for authorizing and spending monies generated by or donated to the Society, provided, however, that there shall be no expenditures which shall be contrary to or prohibited by the laws and statutes of the Internal Revenue Code of 1954~ as amended from time to time, relative to tax-exempt, nonprofit organizations.

A. **PRESIDENT:** The President shall preside at regularly scheduled membership meetings and may, with the consent of the Board, appoint all committees. Such committees may include:

- a. Program Committee, which shall arrange for programs for each general membership meeting;
- b. Membership Committee, which shall compile and maintain membership records;
- c. Publicity Committee, which shall publicize the activities of the Society;
- d. Exhibition Show Committee, which shall coordinate the activities of the annual AHS accredited show;
- e. Banquet Committee, which shall coordinate all activities surrounding the annual dinner.

In addition, the President shall be responsible as the "RESIDENT AGENT" for filling out the required annual report and forms to maintain nonprofit organization status by the due date with the appropriate state agency and to inform the Board about all matters pertaining to the maintaining of the nonprofit status of the Society. See F. RESIDENT AGENT below. The President shall also keep the Society running smoothly and shall be an ex-officio member of all committees.

B. **VICE-PRESIDENT:** The Vice-President shall assist the President in planning and organizing the meetings and activities of the Society. The Vice-President shall preside in the absence of the President or incapacity of the President and shall assume all duties of the President.

C. **SECRETARY:** The Secretary shall record the minutes of all meetings of the general membership of the Society and of the Board, shall send all required notices to the membership and to the Board or shall verify that notices have been sent by someone else charged with doing so, shall respond to all correspondence received by the Society, shall write any appropriate correspondence from the Society. In addition, the Secretary shall keep a file of all past minutes and correspondence of the Society. In the absence of the President and the Vice-President, the Secretary shall preside at a general membership meeting or Board meeting of the Society.

D. **TREASURER:** The Treasurer shall receive all monies belonging to the Society,

shall pay from such funds the debts of the Society and shall keep accurate records of all financial transactions and of all monies of the Society. Such records shall include bank account(s) and a set of books. In addition, the Treasurer shall receive all dues from the Membership Chairperson. The Treasurer shall also report the state of the treasury to the membership at each general meeting and make an itemized, printed treasury report available at each of the general meetings. The Treasurer shall also ensure that all insurance policies and society affiliations are appropriately maintained in good standing. The Treasurer will be responsible for providing to the Board an annual reconciliation/balancing of the books and all bank accounts.

The Treasurer shall also be responsible for the EXECUTION OF CHECKS AND OTHER NEGOTIABLE INSTRUMENTS. Any checks or other negotiable instruments shall be executed in the name of the Society and shall be executed by the Treasurer OR by any such other officer(s) as the board may from time to time designate. The Board shall direct the Treasurer in making investments of the Society funds.

The Treasurer shall not write a check to reimburse him/herself.

Following an election, the outgoing Treasurer will deliver the balanced and reconciled books and bank account information to the incoming Treasurer with instructions and explanations of all applicable information, in a timely manner following the closure of the books at the end of December. The transfer of the books must occur by the end of January.

E. DIRECTORS: The additional members who sit on the board of directors shall be referred to as "Directors". Directors shall be present to the best of their ability at all meetings of the society. These members shall serve as liaisons from the membership to the board of directors and shall be counted on to serve in some capacity on major SMDS event in a calendar year (i.e., plant sales, exhibition shows, banquets, garden tours and other fundraising activities.) These directors ensure that the voice of the membership is represented in board meetings.

F. RESIDENT AGENT OF THE CORPORATION: The resident agent shall have the duties of acting as the agent for the Society for purposes of incorporation within the state of Michigan. The resident agent will normally be the President of the Society when the President is a resident of the state of Michigan. If the President is not a resident of the state of Michigan, the position shall be filled by another appointed officer. The Principal Office of the Corporation shall be the address of the resident agent.

ARTICLE XI: REMOVAL FROM OFFICE

Any officer or director may be removed from office by a two-thirds vote of the general membership present at a meeting called with a specifically announced purpose of voting on the removal of such officer or director. Any officer shall vacate his/her office upon either the expiration of such term of office or upon removal from office as set forth in these by-laws. Upon either retiring or removal from office, such retiring or removed officer shall forthwith deliver to each respective successor all records, books, papers and any other property of the Society. Any unexpired term of office occasioned by the removal or resignation of an officer shall, subject to the approval of the Board, be filled by an appointment made by the President.

Nonattendance at three consecutive meetings or events may be reason enough for the board, at its discretion, to remove said officer or directors and appoint a replacement according to procedures outlined above.

ARTICLE XII: ELECTION PROCEDURES

The President shall recommend a non-board/non-candidate society member for Nominations Chairperson. Upon approval by the board, the Nominations Chairperson will form a nominations committee of one or two additional non-board/non-candidate society members. It is recommended that the nominations process start at least two months prior to the election date to facilitate publication of nominations information and the nominations closure date. In addition to the candidates selected by the nominating committee, the nominating committee shall receive written nominations from any member.

The nominating committee shall compile the list of candidates of officers and directors and shall forward this information to the board within two days of the close of the nominations date. This ends the nominations committee duties.

The nominations list shall be published and disseminated to the Membership at least 14 days prior to the fall general membership meeting of the odd year. The election of officers and of the directors shall take place at the fall meeting of the odd year.

The change in newly elected officers shall take place on December 31st of the year of the election.

Any SMDS member in good standing may run and be elected for one of the available elected offices. A nominating committee member may solicit candidates, members may declare their intent without being solicited and members may nominate from the floor at the time of the election.

The President shall recommend a non-board/non-candidate society member for Election Chairperson. Upon approval by the board, the Election Chairperson will be responsible for ballots and shall conduct the election at the meeting and the counting of the ballots. The Election Chairperson shall appoint two or more non-board/non-candidate members to assist with the counting of the ballot votes. The Election Chairperson shall send and receive absentee ballots that are requested and such must be received in time for the election. If a mail-in vote was mailed but, for any reason, was not timely received as stated above, then such vote shall not count.

ARTICLE XIII: AMENDMENT TO BY-LAWS

These by-laws may be adopted and/or amended either in whole or in part by a two-thirds vote of the members present at any general membership meeting. Any amendments to the by-laws shall take effect immediately upon ratification.

All members shall be notified of such meeting and the purpose thereof at least 14 days prior to the scheduled date of such meeting.

The elected board may not make changes to, or act in opposition to these by-laws without such a vote of the general membership.

ARTICLE XIV: DISSOLUTION

This Society may be dissolved by a two-thirds vote of the members present at any meeting noticed (in addition to any other business) for such purpose. All members shall be

notified of such meeting and the purpose thereof at least 14 days prior to the scheduled date of such meeting. Mail-in votes must be received by the day of and prior to the commencing time of such meeting.

Upon dissolution of this Society, the officers shall, after payment of all liabilities of the Society, dispose of all assets of the Society by donating same to Region Two of and/or to The American Hemerocallis Society, provided such recipient organization shall have tax exempt status under Section 501 (c) (3), or any successor section, of the Internal Revenue Code of 1954, as amended from time to time. If neither of such aforesaid organizations shall have such status, then, upon dissolution of this society, all assets of this Society shall be distributed to an organization of the Board of Directors choice which has a similar purpose to that of this Society and which also has tax exempt status under Section 501 (c) (3), or any successor section, of the Internal Revenue Code of 1954, as amended from time to time. Other than for repayment of indebtedness (if any) of this Society, no assets of this Society shall inure to any individual upon such dissolution.

Whether or not having tax exempt status under Section 501 (c) (3), or any successor section, of the Internal Revenue Code of 1954, as amended from time to time, any entity formed by some or all of the members of this Society shall not be entitled to any assets of this Society.

ARTICLE XV: MISCELLANEOUS

- A. EXECUTION OF CONTRACTS: All contracts and other such documents and instruments shall be executed in the name of the Society and shall be countersigned by the President and by any such other officer(s).

No one other than the elected board members or their designated representatives can make arrangements on behalf of SMDS without the documented approval of the elected board. Membership chairs, program chairs, special event chairs, publicity chairs, although indispensable and vital, are not considered "elected" board members and may not conduct business or sign contracts without such expressed approval of the elected board.

- B. SALARIES: No officer, director or member shall receive any compensation for services rendered in such capacity, but may be reimbursed for expenses incurred in connection with the activities of the Society.
- C. SAVINGS CLAUSE: If any of these by-laws is unenforceable or illegal, the remaining provisions remain in full force and effect.

Amendment 'D' added October 10, 2010:

- D. NONPROFIT CORPORATION DOCUMENTS: It is the responsibility of the Board to be knowledgeable about the documents necessary to maintain nonprofit status and to ensure that the documents are processed with the State of Michigan and the IRS including the annual Nonprofit Corporation Information Update to the State of Michigan and the IRS 990-N form for Tax-Exempt Organizations and / or any other documents as may be required.

Amendment 'E' Added Aug. 17, 2012:

- E. NON-BUDGETED EXPEDITURES: A non-budgeted expenditure which exceeds \$1000 shall be considered major, and require approval of general membership.