

Constitution and By-laws

of the Daylily Society of SouthEast Wisconsin, Inc.

ARTICLE I

NAME

The name of this corporation shall be DAYLILY SOCIETY OF SOUTHEAST WISCONSIN, INC. It shall be an affiliated member of the American Hemerocallis Society.

ARTICLE II

PURPOSE

The Daylily Society of SouthEast Wisconsin is organized as a non-profit corporation whose purpose shall be to promote and encourage the cultivation, scientific study, development and improvement of the genus *Hemerocallis* and to foster its public interest in the southeastern area of Wisconsin by all suitable and appropriate means. The corporation is organized exclusively for educational, charitable and scientific purposes within the meaning of Section 501(3)(c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(3)(c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law).

ARTICLE III

MEMBERSHIP

Section 1 : Qualifications for Membership

Any individual, family or business interested in and working for the purpose of the organization as expressed in Article II shall be eligible for membership.

Section 2 : Classes of Memberships

There shall be two classes of memberships, ACTIVE and HONORARY.

- a) ACTIVE MEMBERSHIP consists of members who participate in the promotion of the genus *Hemerocallis* and pay annual dues as an individual, dual, youth or business. The membership year shall be January 1 through December 31 of the same year. A member shall be considered inactive if dues remain unpaid after April 30. Active status may be reinstated by paying current dues, but for purposes of receiving correspondence, may be considered as a new member. Dues for new members joining after June 15 shall be 50% of the annual dues. Those joining after September 15 shall pay a full 100% of the annual dues, which will also cover the balance of that year and the subsequent year.

- b) HONORARY MEMBERSHIP shall be conferred upon any person or business the organization desires to honor in recognition of services rendered either to the organization directly or in the interest of the purpose of the organization. Such member shall be entitled to all the privileges of the organization except holding elective office and shall be exempt from the payment of dues. HONORARY MEMBERS shall be elected in the manner prescribed by the Board of Directors.

Section 3 : Meeting, Quorum and Voting

- a) An Annual Meeting shall be held each year in the month of November for the purpose of electing members of the Board of Directors and also to receive reports of the committees and conduct the business of the Society.

- b) A minimum of three regular meetings shall be held at such place within the territory of the Society as the President or the Executive Board may specify.

- c) A written notice of meetings of the Society, regular or special, shall be mailed to each member at least seven (7) days prior to the meeting, indicating the time, place and the

business to be transacted at the meeting.

d) A quorum must be present to conduct official business. The quorum for a regular meeting is ten per cent of the Active Membership, including a majority of the Board members.

Section 4 : Nominating Committee of the Society and Elections

The nomination for members of the Board of Directors shall be made from the active membership list of the organization by the Nominating Committee composed of three members appointed annually by the President at least three months prior to the Annual Meeting. Their names shall be made known to the members so that members seeking election to the Board (or their nominators) may present their names to the Nominating Committee for their consideration at least one month prior to the Annual Meeting. The Nominating Committee will present their slate of nominees for the Board of Directors at the Annual Meeting. Nominations will be accepted from the floor with the prior consent of the nominee. A majority vote of the members present shall elect. In the case where there are more nominees than positions to be filled, a secret ballot shall be conducted.

BOARD OF DIRECTORS

ARTICLE IV

Section 1 : Membership

There shall be no more than twelve nor less than eight members on the Board of Directors, each serving two year terms, with half the members elected with terms ending in even numbered years and the balance elected with terms ending in odd numbered years. A member may not be elected to serve more than three consecutive terms.

Section 2 ; Powers

All facets of the business of the Society shall be under the control, management and direction of the Board of Directors

Section 3 : Meetings

Board meetings shall be held at the discretion of the President. Special meetings of the Board may be called by the President or by request of any three directors.

Section 4 : Quorum

A majority of the directors shall constitute a quorum at any meeting of the Board of Directors for the transaction of business.

Section 5 : Removal from the Board

Any individual director may be removed from office with cause or for unexcused absence from three consecutive meetings without valid reason. Removal shall be upon vote of a majority of the directors then in office.

Section 6 : Vacancies

Vacancies on the Board of Directors shall be filled by the action of the directors then in office with the term of the appointment limited to the time until the next election of members by the Society.

Section 7 : Board Member Action in Event of Absence

Any member of the Board of Directors who is unable to attend a called Board of Directors meeting must present a written report to the President. If there is insufficient time for this report to

reach the President, then the Director shall telephone the President prior to the meeting. The report shall contain all known facts of his assignment to be reported at the called meeting, in addition to any old or new business that should be brought to the attention of the Board of Directors since the previous meeting.

Section 8 : Executive Committee

The officers of the Society shall constitute the Executive Committee. They may hold meetings between the regular meetings of the Board of Directors and shall have all powers of the Board except that they shall not reverse any previous action of the Board. All actions of the Executive Committee shall be subject to ratification by the Board at its next meeting.

Section 9 : Miscellaneous

Any funds of the organization not being used in any other manner for the benefit of the organization shall be deposited to the credit of the organization in such banks, trust companies or other depositories as may be selected from time to time by or under the authority of the Board of Directors. All checks, drafts or other orders for payment of money issued in the name of the organization shall be signed by the Treasurer or such other officer or agent of the organization and in such manner as shall from time to time be determined by resolution of the Board of Directors.

ARTICLE V

OFFICERS

Section 1 : Officers; Elections and Appointments

The officers of the Society shall be the President, Vice President, Secretary, and Treasurer who shall be elected by the members of the Board of Directors at the first Board meeting following the Annual Meeting of the Society. No officer shall be eligible to serve more than two consecutive terms in the same office, a term being one year. The officers shall assume duties January 1, and hold office until December 31 inclusive. Officers of the Society shall be members of the American Hemerocallis Society.

Section 2 : Duties of the President

The President shall preside at all meetings of the members and the Board of Directors. During the term of office, the President shall be charged with the general supervision of the affairs of the Society. The President shall appoint, subject to the approval of the Board, any committees and chairpersons necessary for the conduct of business of the organization and sit as ex officio member of all committees. An operating budget shall be presented by the President-elect in conjunction with the previous Treasurer at the first Board of Directors meeting of each year and amended as necessary at any subsequent meeting consistent with the financial standing of the organization.

Section 3 : Duties of the Vice President

The Vice President shall preside at all meetings of the Society and Board of Directors when the President is unable to attend and shall assist in coordinating the general activities of the organization.

Section 4 : Duties of the Secretary

The Secretary shall keep the minutes of the meetings of the Board of Directors including the role of those in attendance and the minutes of the Annual Meeting and shall be responsible for informing the Board members of meetings, the membership of the Annual Meeting, and

conduct the correspondence of the Society. The Secretary shall collect the dues and transmit said monies to the Treasurer and maintain the current membership roster including mailing address and telephone number of each paid member.

Section 5 : Duties of the Treasurer

The Treasurer shall accept all contributions, dues and other monies collected by the Society, pay the bills of the organization upon approval of the Board of Directors, and keep an accurate record of all receipts, expenses and transfers. A report is to be given at each Board meeting and an annual report presented at the annual Meeting of the Society. The Treasurer is to remit the required membership dues to the Executive Secretary of the American Hemerocallis Society prior to the expiration date of December 31st each year. The President, each year by December 1st, shall appoint, with the approval of the Board of Directors, three members to an Audit Committee. The Treasurer, at the close of the year, shall make available all books and records of the organization to the Audit Committee. An audit of the books and records shall be made and a full report thereof presented to the organization by March 1st. A written report shall be presented to the President and Board of Directors prior to this time - preferably by February 1st.

ARTICLE VI

COMMITTEES

The President shall appoint the chairmen of all necessary standing committees. The members of each committee may be appointed by the President or by the chairman of the committee. The chairmen report as required. The chairman of the committee must advise the President in writing if the committee wishes to be dissolved.

ARTICLE VII

DISSOLUTION

The property and assets of the Society are irrevocably dedicated to educational, charitable and scientific purposes. Upon final dissolution of this organization, any assets remaining shall be sold and the proceeds presented to the American Hemerocallis Society, which is a corporation in compliance with Section 501 (c) (3) of the Internal Revenue Code of 1986, or, if need be, to another educational, charitable or scientific organization exempt within the meaning of Section 501 (3) (c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VIII

AMENDMENTS TO BY-LAWS

These By-laws may be amended at any meeting of the membership, provided that the proposed amendment has been presented to the Executive Board for approval. All amendments must be approved by the Executive Board and presented to the membership in writing at least seven days prior to voting. Amendments must be approved by a two-thirds majority of the members voting. All amendments shall become effective upon adoption.

ARTICLE IX

PARLIAMENTARY PROCEDURE

Roberts Rules of Order shall be the authority for all questions of "Parliamentary Law" not provided for in this Constitution and By-laws.

STANDING RULES

1. Annual dues for active membership shall be \$7.50 for an individual, \$2.50 for youth, \$10.00 for dual membership (2 members of the same household), \$10.00 for business, and \$100.00 for life membership in any class.

2. Dues should be sufficient to cover the expenses incurred by the Society. The amount of dues shall be reviewed annually by the Executive Committee. Approval of the Board of Directors is required to change the level of dues payment.

Amendment Activity

Article IV Section 1 was amended at the 1999 Annual Meeting to increase the number of members of the Board of Directors to 12 and to permit three consecutive terms for members of the Board of Directors.

Article III Section 2 (a) was amended at the 2001 Annual Meeting to rename the Family Membership to Dual membership and to add the membership category "Youth". The level of dues of \$2.50 per year for Youth membership was set at the Board of Directors meeting of November 18, 2001.

A Life Membership for \$100.00 was established by the Board of Directors November 9, 2003.