

**BYLAWS**

**THE PERENNIAL PLANT SOCIETY**

**OF**

**MIDDLE TENNESSEE**

**BYLAWS**  
**THE PERENNIAL PLANT SOCIETY**  
**OF**  
**MIDDLE TENNESSEE**

**ARTICLE I**

**DEFINITIONS**

“Annual Meeting” shall mean the regular meeting of the Society in November of each calendar year.

“Board” or “Board of Directors” shall mean the Board of Directors of the Society elected as provided in these Bylaws.

“Society” shall mean **The Perennial Plant Society of Middle Tennessee.**

“Director” shall mean a member of the Board of Directors.

“Director-at-Large” shall mean a Director who shall serve for a term of five (5) years commencing on the **January** 1<sup>st</sup> following election at the Annual Meeting and thereafter until his or her successor shall have been duly elected and qualified.

“Good Standing” means a member who, on the applicable date such status is to be determined, has timely paid all dues and fees required.

**ARTICLE II**

**NAME AND LEGAL STATUS**

Section 1. NAME. The name of the organization is **The Perennial Plant Society of Middle Tennessee.** The Society may also operate under such assumed names as the Board of the Society may deem necessary or appropriate.

Section 2. LEGAL STATUS. The Society shall be a Tennessee not-for-profit corporation with members.

## **ARTICLE III**

### **MEMBERSHIP**

Section 1. **MEMBERSHIP.** Membership shall consist of those persons who have an interest in cultivating perennial plants **who have paid the dues in** accordance with the provisions of Article III, Section 2.

Section 2. **FEES AND DUES.** All fees and dues shall be set by the members, and such dues are currently **Twenty Dollars (\$20.00)** per annum, per household, payable in January of each calendar year for the following twelve (12) months. The amount of dues charged a member or a new member may be changed by a majority vote of the members at any regular meeting. The payment of dues is a prerequisite for membership in the Society.

Subsection (a) Dues of New Members. Each new member shall be charged dues of **Twenty Dollars (\$20.00)** if admitted between January 1 and **October 31** of one calendar year. **Any new member joining in November or December shall be charged dues of Ten Dollars (\$10.00)** for the remaining months of that calendar year.

Subsection (b) Newsletter. The dues shall entitle each member to receive the Society's Newsletter.

Section 3. **VOTING.** Each member in Good Standing and attending a meeting shall be entitled to one vote on all matters properly coming before the entire Society membership for a vote in accordance with the Society's Charter and these Bylaws. The business of the Society shall be transacted by voice vote. Notwithstanding the foregoing, the presiding officer may direct that any vote shall be by written ballot.

Section 4. **ATTENDANCE.** The Society shall not require attendance at any meeting or Society function to retain membership in the Society.

Section 5. **TERMINATION OF MEMBERSHIP.** The membership of any member may be terminated by the Board of the Society for any conduct that the Board deems prejudicial to the well being of the Society.

## **ARTICLE IV**

### **MEMBER MEETINGS**

Section 1. REGULAR MEETINGS. The Society shall meet once each month on the third Tuesday of each month except any month designated by the Board for a picnic or other social event that would take the place of a regular program meeting and December when there will be no meeting.

Section 2. ANNUAL MEETING. An Annual Meeting of the Society shall be held on the regular meeting day in November of each year, at which time the election of the officers and Directors to serve for the year commencing January 1<sup>st</sup> shall take place.

Section 3. QUORUM. The presence of at least twelve (12) members in Good Standing, including at least 2 members of the Board of Directors, shall constitute a quorum at any meeting including the Annual Meeting of the Society.

Section 4. ORDER OF BUSINESS. Unless the presiding officer, in his or her sole discretion, determines otherwise, the business of the Society shall be conducted in the following order:

Meeting called to order  
Announcements  
Committee reports, if any  
Any unfinished business  
Any new business  
Address or other program features  
Adjournment

## **ARTICLE V**

### **METHOD OF ELECTION NEW MEMBERS**

Section 1. MEMBERS.

Dues. Upon the payment of the appropriate dues, such person shall become a member of the Society.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

Section 1. GENERAL POWERS. The affairs of the Society shall be managed by its Board of Directors. In addition to the powers and authority expressly conferred on it by the Charter of the Society and these Bylaws, the Board may exercise all such powers of the Society and do all such lawful acts and things as are not prohibited by law or these Bylaws.

Section 2. NUMBER, TENURE AND QUALIFICATIONS. The number of Directors initially shall be nine (9). Three Directors shall be Directors-at-Large, who shall serve for a term of five (5) years commencing on the **January 1<sup>st</sup>** following election at the Annual Meeting and thereafter until his or her successor shall have been duly elected and qualified. The terms of the Directors-at-Large shall be staggered so that only one Director-at-Large is rotating off the Board in any one year. Six (6) additional Directors shall be the President, Vice-President, Secretary, Treasurer, Assistant Treasurer, and Membership Coordinator, who shall serve for a term of one (1) year commencing on the **January 1<sup>st</sup>** following election at the Annual Meeting and thereafter until his or her successor shall have been duly elected and qualified. The immediate Past President shall be an ex-officio member of the Board. He or she shall be invited to all meetings of the Board and may participate fully in all discussions, but shall not vote.

Section 3. REGULAR MEETINGS. The Board of Directors shall have at least two (2) meetings a year, one (1) being in **January** and one (1) being during the summer, with exact time and place to be set by the Board. One of these two meetings shall be designated as the Annual Meeting.

Section 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of any one (1) Director. The person calling the meeting of the Board shall fix any place as the place for holding any special meeting of the Board called by her or him.

Section 5. NOTICE. Notice of a special meeting shall be given at least two (2) days prior to the date of the special meeting by any normal means of written, verbal, **electronic** or telephonic communication. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, postage prepaid. Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully call or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice

or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 6. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that, if less than a majority of the Directors is present at said meeting, the Director(s) present may adjourn the meeting to another time with notice.

Section 7. MANNER OF ACTING. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by the Charter of the Society.

Section 8. VACANCIES. The members by majority vote shall fill any vacancies, openings or additional positions on the Board at the Annual Meeting of the members or at any regular meeting if written notice is given to the members at least ten (10) days in advance.

Section 9. REMOVAL. A Director may be removed by the Board whenever in its judgment, as evidenced by a two-thirds (2/3) vote of the Directors (excluding the Director under consideration for removal) at a meeting at which a quorum is present, it is decided that the best interests of the Society would be served thereby.

Section 10. EXECUTIVE AND OTHER COMMITTEE. The Board of Directors, by a resolution adopted by a majority of the Directors, may designate committees consisting of one (1) or more persons, who may or may not be directors, and the Board of Directors may delegate to any committee any authority that the Board of Directors deems desirable, including the right to delegate to an Executive Committee the power to exercise all the authority of the Board of Directors in the management of the affairs and property of the Corporation. All members of committees that exercise powers of the Board of Directors must be members of the Board of Directors.

## **ARTICLE VII**

### **OFFICERS**

Section 1. OFFICERS. The officers of the Society shall be a President, a Vice-President (who shall be President Elect), a secretary, a Treasurer, an Assistant Treasurer, and a Membership Coordinator. Other offices may be created and filled by the members at any regular meeting of the Society. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority and perform duties prescribed, from time to time, by the Board.

Section 2. ELECTION AND TERM OF OFFICE. The officers of the Society shall be elected at the Annual Meeting of the Society as provided in Article VIII to serve a term of one (1) year commencing the **January** 1<sup>st</sup> after election at the Annual Meeting. Vacancies may be filled at any regular meeting of the membership. Each officer shall hold office until his or her successor shall have been duly elected and qualified or until his or her death or until he or she shall resign or shall have been removed in the manner herein provided. Election of an officer shall not of itself create contract rights. Officers shall not receive any compensation for their services.

Section 3. REMOVAL. Any officer may be removed by the Board whenever in its judgment, as evidenced by a majority vote of the Directors at a meeting at which a quorum is present, the best interests of the Society would be served thereby.

Section 4. PRESIDENT. The President shall be the chief executive officer of the Society. Subject to the direction and control of the Board, he/she shall exercise general supervision over the management of the business and affairs of the Society and shall see that all resolutions and directives of the Board are carried into effect, except in those instances in which that responsibility is assigned to some other person by the Board. In general, he/she shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board. He/she shall preside at all meetings of the Society and the Board. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Society or a different mode of executing is expressly prescribed by the Board or these Bylaws, he/she may execute for the Society any contracts, deeds, mortgages, bonds or other instruments which the Board has authorized to be executed.

Section 5. VICE-PRESIDENT. It shall be the duty of the Vice-President to perform such duties as may be prescribed by the President of the Board. It shall also be the duty of the Vice-President to preside at meetings of the Society in the absence of the President and to perform such other duties as ordinarily pertain to his/her office. The Vice-President also serves as President-Elect for the Society and as such shall prepare for the Presidency as prescribed by the President or the Board.

Section 6. SECRETARY. It shall be the duty of the Secretary to record and preserve the minutes of meetings of the Society and the Board; to execute appropriate correspondence for the Society as directed by the President or the Board; to see that notices of meetings of the Society and the Board are mailed in a timely manner; and perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President of by the Board.

Section 7. TREASURER. It shall be the duty of the Treasurer to have custody of all funds, accounting for the same to the Board every three months for the periods ending **March 31, June 30, September 30, and December 31** and at any other time upon demand by the Board; to file all necessary tax filings; and perform all duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board. The quarterly report by the Treasurer shall include a report of the amount in the Society's financial account (s), details of receipts and disbursements and a year-to-date budget report. The Treasurer shall also provide a copy of the **December 31** year-to-date budget report to the Newsletter Editor for publication in the **February** newsletter. Subject to the provisions in these Bylaws concerning financial matters, the Treasurer shall provide reimbursement to members upon presentation of a request form accompanied by adequate documentation of the amount and nature of the expenses involved.

Section 8. ASSISTANT TREASURER. It shall be the duty of the Assistant Treasurer to receive statements from the Society's bank and/or other financial institution; to reconcile those statements monthly with the Society's checkbook which is maintained by the Treasurer; to provide Board members with copies of the bank or other financial statements for the months of **March, June, September, and December**; and to perform such other duties as from time to time may be assigned to him/her by the President or by the Board.

Section 9. MEMBERSHIP COORDINATOR. It shall be the duty of the Membership Coordinator to keep records of the membership of the Society; to welcome and orient new members via written letter or other communication; to provide up-to-date mailing labels or lists for the Newsletter Editor and others who need to communicate with members about Society business or activities; to produce a directory of the membership once a year; and perform such other duties as from time to time may be assigned to him/her by the President or by the Board.

## **ARTICLE VIII**

### **ELECTION OF OFFICERS AND DIRECTORS-AT-LARGE**

Section 1. NOMINATING COMMITTEE. Each August, the Board shall appoint a committee of three (3) members to serve as the Nominating Committee. At the regular meeting of the Society in October, the President shall inform the Society members of the recommendations of the Nominating Committee for the officers of the Society and any Director-at-Large to be elected at the Annual Meeting. The Newsletter editor shall include a report of the nominations in a Newsletter prior to the Annual Meeting.

Section 2. ELECTION. The nominations of the Nominating Committee shall be presented to the Society at the Annual Meeting for election. Additional nominations may be made from the floor at such Annual Meeting for any office if the person to be nominated has given her/his previous written consent to the nomination and desires to serve. Thereupon, the members shall vote for the candidates. The candidates receiving a majority of votes of the members present and voting for each position to be filled shall be declared elected and shall take office commencing the following **January 1<sup>st</sup>**.

## **ARTICLE IX**

### **FINANCES**

Section 1. DEPOSIT OF FUNDS. The Treasurer shall deposit all funds of the Society in a bank or other financial institution to be designated by the Board in writing. The necessary Board resolutions to establish and maintain such accounts shall be maintained by the Secretary with the minutes of the Society.

Section 2. SIGNATORIES. All expenses of the Society shall be paid only by check and such checks must be signed by the Treasurer. If the Treasurer is out of town or is unavailable when essential checks must be written, the President may sign the check. Notwithstanding the foregoing, the Treasurer and the President both must sign any check of Five Hundred Dollars (\$500.00) or more. Prior to the execution of a check that will exceed the budget allocated to the item to be paid, the Treasurer must obtain the approval of two other officers.

Section 3. REVIEW OF TREASURER'S PERFORMANCE. Upon the termination of Treasurer's term of office at the end of **December**, he/she shall promptly prepare the budget report for **October through December** and shall turn over to his/her successor and to the in-coming President all funds, books of account or any other Society property in his/her possession. The Assistant Treasurer shall turn over to his/her successor and to the in-coming President all bank statements, books of account or any other Society property in his/her possession upon the termination of his/her term of office at the end of December. The in-coming President, in-coming Treasurer and in-coming Assistant Treasurer shall review the financial accounts and records and shall engage, at the expense of the Society, a Certified Public Accountant to compile a financial report for the past fiscal year. The Board of Directors may also at its discretion require at any time a thorough audit of the Society's books by a Certified Public Accountant.

Section 4. BOND. Any officer having charge or control of the funds of the Society shall give bond as may be required by the Board with the cost of the bond to be borne by the Society.

Section 5. FISCAL YEAR. The fiscal year of the Society shall be the twelve (12) month period commencing each January 1<sup>st</sup> and ending the following December 31.

Section 6. BUDGET. At the regular meeting in February, the Board shall present a budget of estimated income and estimated expenditures for the **current fiscal year**.

## **ARTICLE X**

### **AMENDMENTS**

The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the members. No amendment shall be considered, however, unless such amendment has been presented to the members at a regular meeting of the Society at least one month prior to the meeting at which the amendment is to be considered and notice of any proposed amendment shall have been included **in** the Newsletter of the Society in the month immediately preceding consideration of the amendment.