

MADISON HERB SOCIETY BYLAWS

Article I - Name

The name of this organization shall be The Madison Herb Society.

Article II - Object

The object of this Society as a non-profit organization shall be:

1. To educate its members and the general public about the culture and use of herbs through ongoing activities which include, but are not limited to: workshops, seminars, fairs, lectures, demonstrations, newsletters, and cookbooks,
2. To provide a forum for exchange of interests, ideas and knowledge regarding herbs.

The Society is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of section 501c(4) of the Internal Revenue Code.

Article III - Membership

Any interested individual, family, organization or business may become a member of the Society through payment of the appropriate annual dues determined by the Executive Board and shall hold one vote.

Article IV - Duties of Elected Officers

Section A: Officers

The elected officers of the Society shall be President, Past President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer and three Directors. All elected officers must be members in good standing of the Society at the time of their election and during their time in office.

President: The President shall preside over all meetings of the Society and of the Executive Board. The President shall call meetings of the Executive Board, sign checks, and appoint the chair of each standing Committee and any special committee that shall be formed. The President shall be an ex officio member of all committees except the Nominations Committee.

Past President: The Past President shall hold a nonvoting seat on the Executive Board and shall chair the Nominations Committee.

Vice President: The Vice President shall assume all duties of the President in the absence of the President.

Recording Secretary: The Recording Secretary shall keep separate minutes of all meetings of the Society and of the Executive Board. The Recording Secretary shall preserve all official records of the Society and provide access to such records at the written request of any member.

Corresponding Secretary: The Corresponding Secretary shall conduct the correspondence of the Society and Executive Board. The Corresponding Secretary shall keep records, written material and visual records of historical significance to the Society. The Corresponding Secretary shall provide copies of the current Society bylaws to all officers immediately following their election, and to new members upon request.

Treasurer: The Treasurer shall receive and keep accurate records of all funds, issue receipts and disbursements upon approval of the Executive Board. The Treasurer shall provide an itemized written report annually to the Society. The Treasurer shall chair the Finance Committee and with that committee shall prepare an annual budget for approval of the Executive Board. The Treasurer shall submit the fiscal records of the Society for an audit annually.

Directors: There shall be three (3) Director positions on the Executive Board. Directors shall sit as members of the Executive Board as representative of the membership-at-large and serve on the standing committee of their choice, excluding Nominations Committee.

Section B: Nominations

The Nominations Committee shall be made up of at least three members appointed by the President. The Past President shall preside as chair of the Nominating Committee. It shall be the duty of this committee to present a slate of candidates for the officers and directors at the meeting prior to the Annual Meeting.

Section C: Elections

The officers of the Society shall be elected by ballot to serve for two years. The term of office shall be September 1 in the year following their election. Before the election, additional nominations from the floor shall be permitted. Elections conducted by written ballot will include space for write-in candidates. If there is no more than one candidate for each elected position, the election may be conducted by voice vote.

Section D: Vacancies

No member shall hold more than one office at a time. The President shall appoint to fill any vacancy. The appointee shall serve the remainder of the term of office. If the office of President is vacant, the Vice President shall assume that office, and complete the term.

Article V - Meetings

Section A. The schedule of meetings shall be established annually by the Executive Board in consultation with the Activities Committee. The Executive Board shall also approve the hour and place of each meeting.

Section B: Special meetings can be called by the President. Upon the written request of twenty (20) voting members of the Society, a special meeting of the membership must be called. The President shall schedule the meeting within 30 days of receipt of the written request. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least five business days notice shall be given.

Section C: An Annual Meeting of the membership shall take place. The agenda of the meeting shall include elections, presentation of the annual budget and any other business the Executive Board chooses to put before the membership. Members shall be notified in writing at least 15 days in advance of the meeting.

Section D: Twenty (20) voting members shall constitute a quorum.

Article VI - Executive Board

Section A: The elected officers and standing committee chairs, excluding the Nominations Committee chair, shall constitute the Executive Board.

Section B: The Executive Board shall have general supervision of the finances and affairs of the Society, make recommendations to the membership of the Society, arrange for an annual audit of the financial records, adopt an annual budget and perform such duties as are specified in these bylaws.

Section C: Regular meetings of the Executive Board shall be held prior to the regular meetings of the Society. Special meetings of the Executive Board can be called by the President and must be called upon the written request of three members of the Executive Board.

Article VII - Committees

Section A. Standing Committees

The Standing Committees of the Society shall be: Finance, Communications, Membership, Activities and Nominating.

Section B. Duties

The Finance Committee shall be composed of the Treasurer and at least two other members. It shall be the duty of this committee to prepare the Society's annual budget and submit it to the Executive Board. The committee shall review the budget as necessary and make recommendations to the Executive Board. The Treasurer's records shall be audited annually by an ad hoc committee of three members of the Society who are not elected officers or members of the Finance Committee. The activities of the committee shall be reported in writing to the membership at the Annual Meeting.

The Communications Committee shall be composed of a Director and other Society members. It shall be the duty of this committee to be responsible for production and dissemination of the Society newsletter and any other publication or forms of communication approved by the Society. The committee shall assist other committees in producing and disseminating printed material. This committee shall prepare an annual budget for submission to the Finance Committee. The activities of the committee shall be reported to the membership in writing at the Annual Meeting.

The Membership Committee shall be composed of a Director and other Society members. It shall be the duty of this committee to receive all applications for membership, keep an accurate record of the names and addresses of all members, and publish this list at the direction of the Executive Board. This committee shall prepare an annual budget for submission to the Finance Committee. The committee will insure a copy of these bylaws is given to each new member. The activities of the committee shall be reported to the membership in writing at the Annual Meeting.

The Activities Committee shall be composed of at least one Director and other Society members. It shall be the duties of this committee to provide programs for meetings, and educational activities for the membership and general public. A schedule of the activities will be presented at the Herb Fair and published in the newsletter. This committee shall be composed of the following subcommittees: Herb Fair, Hospitality, Garden Expo, and Tea Party. Additional subcommittees may be created with the approval of the Executive Board. The Activities Committee shall prepare an annual budget for submission to the Finance Committee. The activities of the committee shall be reported to the membership in writing at the Annual Meeting.

The Nominating Committee shall be composed of at least three members of the Society. The Past President shall be the chair of the committee. It shall be the duty of this committee to present a slate of candidates for the officers and directors to the membership prior to the election at the Annual Meeting. The committee will also be responsible for the election and counting ballots on election day.

Section C.

Such other committees as may be needed shall be appointed by the President or Executive Board. The President shall be an ex officio member of all committees except the Nominating Committee.

Article VIII - Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order newly revised shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Society may adopt.

Article IX - Amendment of Bylaws

These bylaws may be amended at any regular meeting of the Society where there is a quorum, provided that a written copy of the proposed amendment(s) has been mailed to the membership at least 30 days prior to the meeting.

Article X - Dissolution

In the event the Society shall be unable to maintain its function or sustain its activities, notice of intent to dissolve shall be sent to the membership. Upon ratification of the members of a vote by the Executive Board to dissolve the organization it shall satisfy all liabilities and obligations and distribute all remaining assets exclusively for education or charitable purposes to Olbrich Botanical Gardens for use with the Herb Garden.

Upon dissolution of the Society, the Society shall, after paying or making provisions for the payment of all the liabilities of the Society, dispose of all the assets of the Society exclusively for the purposes of the Society in such manner, or such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under section 501c(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.)

Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle office of the Society is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, and are organized and operated exclusively for such purposes.

Bylaws correcting 501c(4) status done April 11 & April 25, 2008.
All bylaws adopted prior to October 15, 2005 are hereby superseded.