

# 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 may include, but are not limited to: workshops, seminars, webinars, fairs, lectures, demonstrations, newsletters, books, Madison Herb Society website, and social media.
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 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, Secretary, Treasurer, and at least three additional 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 meetings of the Society and of the Board of Directors (Board). The President shall call meetings of the Board and appoint the chair of any standing or special committee that shall be formed. The President, along with the Treasurer, shall have the power to sign checks, use the Society charge card, and view the Society's bank account transactions. The President shall be an ex officio member of any committees except the Nominations Committee.

**Past President:** The Past President shall hold a nonvoting seat on the Board, shall chair the Nominations Committee, and perform other duties as assigned.

**Vice President:** The Vice President shall assume all duties of the President in the absence of the President and perform other duties as assigned.

**Secretary:** The Secretary shall keep minutes of all meetings of the Board and records of Society elections. The Secretary shall preserve all official records of the Society and provide access to such records at the written request of any member. The Secretary shall keep archived records of the Society's bylaws, providing copies of the current Society bylaws to all officers immediately following their election and to members upon request. The Secretary shall also conduct correspondence on behalf of the Society as directed by the Board.

**Treasurer:** The Treasurer shall receive and keep accurate records of all funds and issue receipts and disbursements as directed by the Board and the President. The Treasurer, along with the President, shall have the power to sign checks, use the Society charge card, and view the Society's bank account

transactions. The Treasurer shall provide an itemized written fiscal report annually to the Society and more frequently at the direction of the Board. The Treasurer, with input from the Board, shall prepare an annual budget for approval of the Board and the Membership. The Treasurer shall submit the fiscal records of the Society for an annual internal audit.

**Directors:** There shall be at least three additional (3) Director positions on the Board and no more than five. Directors shall sit as members of the 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, in staggered terms. Half of the board positions shall be elected each year, and the other half the following year. Under normal circumstances, the annual election shall be held in May. The term of office shall commence on September 1 in the year of 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. Under extraordinary circumstances, as determined by the Board, the election may be postponed or held via electronic means.

### **Section D: Vacancies**

No member shall hold more than one office at a time. The President shall make appointments 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 Board in consultation with the Program Committee. The Board shall also approve the hour, place, or method of each meeting, including electronic methods.

**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:** One or more business meetings of the membership shall be held annually to conduct the annual elections and to present the annual budget for approval by the membership. Additional business meetings may be held covering any other business that the Board chooses to put before the membership. Members shall be notified in writing at least 15 days in advance of the business meetings.

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

## **Article VI – Board of Directors**

**Section A:** The elected officers and directors shall constitute the Board of Directors (Board).

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

## Article VII - Committees

### Section A. Standing Committees

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

### Section B. Duties

**The Finance Committee** shall be composed of the Treasurer, with the option of up to two additional members. It shall be the duty of this committee to prepare the Society's annual budget and submit it to the Board. The committee shall review the budget as necessary and make recommendations to the 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 annually in writing to the membership at a business meeting of the Board and membership.

**The Communications Committee** shall be composed of a Director and other Board members or Society members. It shall be the duty of this committee to produce and disseminate a Society newsletter, website, social media, or any other publication or forms of communication approved by the Society. The committee shall assist other committees in producing and disseminating communications. This committee shall prepare an annual budget for submission to the Finance Committee. The activities of the committee shall be reported annually to the membership at a business meeting of the Board and membership.

**The Membership Committee** shall be composed of a Director, with the option of up to two additional Board or Society members. It shall be the duty of this committee to receive all applications for membership, keep an accurate record of the names and contact information of all members, and publish this list at the direction of the Board. This committee shall prepare an annual budget for submission to the Finance Committee. The committee will ensure a copy of these bylaws is given to each new member. The activities of the committee shall be reported annually to the membership at a business meeting of the Board and membership.

**The Program Committee** shall be composed of at least one Director and other members of the Board or other Society members. It shall be the duty of this committee to provide programs for meetings and educational activities for the membership and general public. A schedule of planned activities will be approved by the Board and communicated to the membership. As appropriate, planned activities will also be communicated to the general public. Formal or informal subcommittees may be created with the approval of the Board. The Program Committee shall prepare an annual budget for submission to the Finance Committee. The activities of the committee shall be reported annually to the membership at a business meeting of the Board and membership.

**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/results of the MHS election.

### Section C.

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

### **Article VIII – Parliamentary Authority**

The Society's bylaws shall take first precedence for procedures, but in case of procedural dispute or in the absence of applicable bylaws, the current edition of Robert's Rules of Order shall be consulted for guidance and appropriate procedure.

### **Article VIII - 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 communicated to the membership at least 30 days prior to the meeting.

### **Article IX - 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 Board to dissolve the organization, it shall satisfy all liabilities and obligations and distribute all remaining assets to Olbrich Botanical Gardens to use at their discretion.

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.

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Bylaws were initially adopted October 15, 2005.

Corrections to bylaws in re 501c(4) status were made April 11 & April 25, 2008.

All bylaws adopted prior to April 25, 2008 are hereby superseded.

*Revisions to by laws are approved by the MHS Board and proposed to the membership as of February 2021; awaiting a vote of approval by the membership.*