



# THE HERB SOCIETY OF AMERICA – WISCONSIN UNIT

## BYLAWS

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### **ARTICLE I – NAME**

The name of the organization is The Herb Society of America – Wisconsin Unit, referred to hereafter as “WI Unit.” The Officers include the chair, vice-chair, secretary, treasurer, and the immediate past chair. The Board consists of the officers and the committee chairs.

### **ARTICLE II – PURPOSE**

The WI Unit is formed:

- A. To promote the knowledge, use and delight of herbs through educational programs, research, and sharing the experience of its members with the community.
- B. To receive, accept, use, hold, manage and dispose of property, real or personal, given, transferred, devised or bequeathed to the WI Unit in trust or otherwise for the purposes identical thereto or connected therewith.

### **ARTICLE III – LOCATION OF OFFICE**

The location of the WI Unit for all contacts other than financial shall be the residence of the current WI Unit chair. The location of the business office of the WI Unit shall be the treasurer’s residence.

### **ARTICLE IV – MEMBERSHIP**

- A. Membership dues includes dues to The Herb Society of America, Inc. and the WI Unit.
- B. All members, upon payment of dues, shall have the right to notice of meetings, the right to attend such meetings, and the right to vote.
- C. All members are expected to participate annually in the Herb Fair, which funds our grants and scholarship programs. Participation is encouraged in all other WI Unit meetings and events.
- D. Commercial activities of members:
  1. It is a rule of The Herb Society of America, Inc. that its members do not use the prestige of membership for advertising their personal products or use their membership as publicity to promote the sale of books, lectures, tours, products, etc., that are for their own personal gain. Members of the WI Unit may not use membership for commercial purposes.
  2. Misuse of membership for commercial purposes may result in loss of WI Unit membership.
  3. Members who have engaged in potentially fraudulent activities will not be considered for an Officer or Board position or have access to WI Unit monies. This conduct may result in loss of WI Unit membership as decided by the Board. The member suspected of fraudulent activity will be notified by the Board in writing.

- E. As a member of the WI Unit, it is expected that members conduct will be courteous and respectful in word, tone of voice, and action to all members. If during a WI Unit meeting, Board meeting, or an event, the behavior of a member or members becomes so disruptive that it interferes with the running of the meeting, learning, and enjoyment of the members, the disruptive member(s) will be asked to leave. If these behaviors become a repetitive problem at meetings and events, the Board may find it necessary on behalf of the WI Unit to resolve the issue with an anonymous majority vote by the entire Board for loss of WI Unit membership of the individual(s) involved.
- F. Failure to follow the WI Unit bylaws and policies will result in loss of WI Unit membership.
- G. Members may not give advice on the medicinal use of herbs.

#### **ARTICLE V – DUES**

- A. The fiscal year shall begin June 1 and end May 31 of the following year.
- B. Dues shall be determined by the Board and approved by a majority vote of the members attending the annual meeting in September.
- C. Dues statements will be provided annually by the treasurer to all members at the March WI Unit meeting. Any members not in attendance will receive their statement in the mail. Payment of dues will be accepted until the close of the May WI Unit meeting. The treasurer will send the dues payments to arrive at The Herb Society of America Headquarters by the required date of May 31. Individual WI Unit memberships end on May 31.

#### **ARTICLE VI – MEETINGS**

- A. The annual meeting of the WI Unit shall be the third week of September unless otherwise stated. The meeting shall consist of approval of the annual budget, revision of bylaws as needed, adjustment of dues and selection of an individual with an extensive accounting background to review WI Unit documents. If during the year, other than at the annual meeting, a change to the bylaws is deemed necessary, the Board with a majority vote has the authority to propose a change to the bylaws for WI Unit membership approval. The proposed change needs a ten-day notice to members. Vote for approval will take place at the following WI Unit meeting.
  - 1. All members in good standing shall receive a ten-day notice of the annual meeting date, proposed budget, proposed changes in bylaws and/or adjustment in dues. Members should bring this packet to the WI Unit's annual meeting.
- B. Regular meetings are to be held nine (9) times per year on the third Tuesday of the month at 10:00 a.m. unless otherwise noted. The Board shall meet monthly prior to the membership meeting.
- C. Special meetings of the WI Unit may be called by the WI Unit chair or may be requested in writing by three members of the Board, or by ten members of the WI Unit, provided the purpose of the meeting is stated and all members are notified in writing via email or mailed notice. Notice of such meeting shall be sent no less than ten days prior to the meeting specifying topic, date, time and place.
- D. The affirmative vote of a majority of the members present at any meeting shall be necessary to carry all motions.

- E. The treasurer will accept funds for the Symposium, the Herb Fair, and the Holiday Party. The WI Unit sponsored events listed above will be backed by the WI Unit and insured through HSA. Other activities will not be considered a WI Unit sponsored event unless pre-approved by the Board. Programs that members attend that are sponsored by other parties are not WI Unit events.

## **ARTICLE VII – OFFICERS & BOARD**

- A. The affairs of the WI Unit shall be governed by the Board, which consists of the WI Unit chair, vice-chair, secretary, treasurer, and committee chairs.
1. The WI Unit chair shall preside at meetings of the Board, and all regular and special meetings of the WI Unit. All meetings will be conducted in accordance with *Robert's Rules of Order Newly Revised*. The past WI Unit chair shall serve as a non-voting consultant to the Board following the completion of his/her term and will act as the Nominating Chair for the term[s] of the current chair.
  2. Officers shall be elected for a two-year term: WI Unit chair and vice-chair on odd numbered years and treasurer and secretary on even numbered years. An officer may serve two consecutive terms in the same capacity. The treasurer may serve multiple terms.
  3. Election of officers shall occur at the April meeting.
  4. The WI Unit chair shall serve as the chair of the Board. The Board shall meet as necessary at a time and place designated by the WI Unit chair. In the event of a vacancy on the Board, such vacancy shall be filled by a majority vote of the remaining Board members.
  5. The WI Unit chair, in consultation with the Board, shall appoint standing and ad hoc committee chairs as needed to carry out the business of the WI Unit.
  6. The WI Unit chair shall serve as an ex-officio member on all committees of the WI Unit, except the Nominating Committee.
  7. The WI Unit chair shall preside over the Board composed of the officers and committee chairs.
  8. In the event of a vacancy on the Board, other than an officer, the vacancy shall be filled with an appointment by the WI Unit chair.
  9. The WI Unit chair will be provided a fixed expense stipend to attend the annual meeting of members and/or the education conference (AMMEC) of The Herb Society of America, Inc. The WI Unit chair will submit a written report of the AMMEC to be printed in the issue of Sage Leaves following the AMMEC. In the event the WI Unit chair is unable to attend the AMMEC, the WI Unit chair may appoint a substitute who shall have the same duties and responsibilities as the WI Unit chair. The expense stipend will be provided to the substitute. An expense report with original receipts shall be filed with the treasurer. The stipend to attend the AMMEC shall be provided one time in the WI Unit chair's two-year term or may be split between the two events.
  10. The vice-chair shall assume the duties of the WI Unit chair in the chair's absence at WI Unit meetings and shall serve as the WI Unit Program chair.
  11. The secretary shall keep the minutes of all Board, WI Unit, and special meetings and be responsible for the correspondence of the WI Unit.

12. The treasurer shall be responsible for receipt and disbursement of all monies for the WI Unit. The treasurer shall collect dues, arrange for certificates of insurance for WI Unit events, issue receipts, maintain the financial records of the WI Unit, and perform all other duties as described by the WI Unit job description.

a. The treasurer shall serve as chair of the Finance Committee, which deals only with the WI Unit's investments. The committee shall consist of selected Board and WI Unit members appointed by the treasurer.

b. The treasurer shall submit for approval to the Board any amount more than \$50 in excess of a committee chair's WI Unit approved budget.

B. At the end of each fiscal year, the Board will consider:

1. The level of working capital needed for operating the WI Unit that will be retained in an FDIC approved bank. The treasurer, WI Unit chair and another member of the Board may singly or together be authorized signers for the writing of checks. All checks exceeding \$1,000 must be co-signed. From June 1 until the annual meeting, the treasurer has the authority to conduct all necessary financial transactions of the WI Unit.

2. The investment funds will be kept in a business savings account or as CDs or U.S. Treasuries at an FDIC approved institution. All investment transfers, purchases, and sales will require the signatures of the treasurer and the WI Unit chair with approval by a majority vote of attending Finance Committee members. The treasurer shall report all investment transfers, purchases, and sales to the Board and WI Unit.

C. The WI Unit will not be held financially responsible for any bills not approved by the Board.

D. All contracts must be approved by the Board.

#### **ARTICLE VIII – COMMITTEE CHAIRS**

A. Committee chairs shall keep the WI Unit chair apprised of committee progress in a timely manner.

B. Should a committee chair become unable to fulfill committee duties, they must communicate with the WI Unit chair who will work to assist.

C. All committee chairs shall provide a written report and budget request by June 15 to the WI Unit chair.

#### **ARTICLE IX – ELECTIONS AND NOMINATING COMMITTEE**

A. The Chair of the Nominating Committee shall be the immediate past WI Unit chair who will appoint two members to serve on the committee for the term[s] of the current chair.

1. The Nominating Committee shall prepare a slate of candidates consisting of a WI Unit chair and vice-chair on odd numbered years, and secretary and treasurer on even numbered years to be presented to the WI Unit membership. Candidates for office shall be members in good standing for at least the preceding calendar year (January 1 to December 31) and who have actively participated in a minimum of 70% of the nine monthly meetings and sponsored events to include the Symposium and Herb Fair.

2. Any qualified member who is interested in being included on the slate of candidates must apply to the Nominating Committee chair by the end of the February WI Unit meeting. Nominations will be closed at the end of the February meeting. The proposed slate of candidates will be sent to the WI Unit membership in the March-April issue of Sage Leaves. Absentee ballots must be mailed or emailed to the Nominating Committee chair or designated representative 10 days before the April WI Unit meeting.
3. The ballots will be opened and counted by the Nominating Committee at the April WI Unit meeting and the results will be announced. The officers shall be elected by a majority vote of members present combined with the returned absentee ballots at the April meeting.
4. The Nomination Committee chair or representative will install the newly elected officers at the May meeting.
5. The newly elected officers will assume their duties on June 1.

#### **ARTICLE X – PARLIAMENTARY AUTHORITY**

The WI Unit bylaws and policies shall govern the WI Unit. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall be a guideline for facilitating our meetings.

#### **ARTICLE XI – BENEFIT AND DISOLUTION**

Upon dissolution of The Herb Society of America – Wisconsin Unit:

- A. No part of the net funds of the WI Unit shall ever benefit any individual or current or past member of the WI Unit.
- B. If possible, all debts of the WI Unit shall be satisfied.
- C. Any remaining WI Unit assets shall be distributed as the Board shall determine to an organization such as prior grant recipients or The Herb Society of America, Inc.
- D. Additionally, the assets shall not be distributed to any organization that is not described in section 501(c)(3) of the Internal Revenue Code of 1954 or successor provisions thereto.

#### **ARTICLE XII – AMENDMENTS**

These bylaws may be altered, amended, or repealed at any annual meeting of the WI Unit by an affirmative vote of a majority of the membership in attendance.

Approved February 13, 2019

#### **Bylaws Committee:**

DonnaRae Knop, Bylaws Chair  
Joan Amundson, WI Unit Chair  
Denise Nelson, WI Unit Treasurer  
Susan Williams, Past WI Unit Chair