



## Bylaws of the American Peony Society

### ARTICLE I – NAME & ORGANIZATION

- Section 1. The name of this Corporation shall be “American Peony Society” (APS).
- Section 2. The Corporation is organized as a membership corporation under “The Missouri Nonprofit Corporation Act.” No part of any net earnings and no dividends or other profits shall inure to the benefit of any Member, Director or Officer. The assets and income shall only be used to promote the corporate purposes described below.

### ARTICLE II – GENDER & NON-DISCRIMINATION

- Section 1. Whenever the terms “he” or “his” are used in these Bylaws, they shall be deemed to include “she” or “her,” respectively.
- Section 2. Notwithstanding any provision of these Bylaws, the Corporation shall not discriminate against any Member, Director or Officer on the basis of sex, race, color, ethnicity or national origin.

### ARTICLE III – PURPOSES & POWERS

- Section 1. The APS is organized exclusively for education and scientific purposes and especially to promote, encourage and foster the development and improvement of the genus Paeonia and public interest therein. These purposes are expressly limited so that APS qualifies as an exempt organization under Section 501(c)(5) of the Internal Revenue Code or the corresponding provision of any future federal tax code.
- Section 2. To solicit contributions, engage in fund-raising projects and campaigns to accomplish any or all of its purposes.
- Section 3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to any member, Director or Officer, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the corporation's purposes as described herein. Directors or Officers shall not be liable for the debts of the Corporation. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(5) of the Internal Revenue code, or the corresponding section of any future federal tax code.

## ARTICLE IV – MEMBERSHIP & DUES

•Section 1: Qualification of Members. Any person who has an active interest in peonies and who agrees to uphold the APS' purposes and powers shall be eligible for membership. Application shall be made to the Membership Chairman, accompanied by payment of the required dues for such membership according to the particular class of membership listed herein.

•Section 2: Membership Classes. As of January 1, 2011, the membership classes shall be as follows: Individual(s), Commercial, and Institutional Memberships. Although not offered after July 1, 2010, lifetime memberships officially recorded prior to that date will be honored.

- o Individual(s) and Lifetime memberships are for one (1) or two (2) person(s) at the same address.
- o Commercial memberships are for businesses with one (1) or two (2) persons listed on the membership information form.
- o Institutional memberships shall be granted to libraries, botanical gardens, arboreta, gardening organizations and educational facilities and may include the name of one (1) person. Institutional members are eligible to purchase subscriptions to The APS Bulletin only; no membership or voting rights are included.

•Section 3: Mailing Divisions. Membership classes shall include division by mailing address for administrative purposes. Mailing divisions shall be: US, Canada, and All Other Countries.

•Section 4: Membership Rights and Privileges. At the Annual General Meeting, or at any other meeting of the members, the rights and privileges of any class of membership shall be as follows:

- o Individual(s) and Lifetime and Commercial members in good standing may attend all membership meetings and are eligible to vote on all matters. Individual(s), Lifetime and Commercial memberships shall have one (1) vote each for the one (1) or two (2) persons listed on the membership roll.
- o All members shall be eligible for election to the BOD and appointment to any of the offices or committees hereinafter constituted.

•Section 5: Dues. Membership dues are payable by January 1 and are delinquent after January 31. Members who have not paid their dues will be mailed a reminder with notice of not less than fifteen (15) days before their name is dropped from the membership roll. Members failing to pay dues by January 31 will be automatically suspended. No retroactive memberships will be granted.

•Section 6: Dues, terms and classes of membership are subject to revision by the Board of Directors (hereafter called the BOD) at any time. The dues currently in effect are published in the December issue of The APS Bulletin.

## ARTICLE V – MEETINGS

•Section 1: Annual General Meeting. An Annual General Meeting of the membership shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the membership. The Annual General Meeting shall be held at a time and place to be announced in The APS Bulletin not less than thirty (30) days prior to the meeting. General reports of the activities of the Corporation shall be presented, followed by nominations and election of the BOD.

•Section 2: General Meeting. General meetings of the membership may be called at any time by a majority of the BOD with notice thereof given as provided for the Annual General Meeting and such notice shall state the purpose or purposes for which the meeting is called.

•Section 3. The majority of the voting members present at any duly called meeting of members shall decide all matters presented for determination. The presence of ten (10) or more active members of the Society shall constitute a quorum at any meeting whether annual or called.

•Section 4. The order of business at any General or BOD Meeting shall be as follows:

- o 1) Call to order
- o 2) Reading of minutes of the last preceding minute
- o 3) President's report
- o 4) Treasurer's report
- o 5) Committee reports
- o 6) Correspondence
- o 7) Unfinished business
- o 8) New business
- o 9) Discussions
- o 10) Elections, if applicable
- o 11) Adjournment

## ARTICLE VI – FISCAL YEAR, ENDOWMENTS & AUDITS

•Section 1: Fiscal Year. The fiscal year shall be July 1 through June 30.

•Section 2: Endowments. Endowments may be received in accordance with terms established by the BOD.

•Section 3: Annual Audit. An annual audit and inspection of the Society's financial records shall be made at the request of the BOD. The President shall appoint a committee to perform the inspection. The committee's report shall be made available to the BOD within thirty (30) days of the inspection and audit.

#### ARTICLE VII – DIRECTORS

•Section 1. The Corporation shall be managed by a Board of Directors (BOD) consisting of no more than eighteen (18) and no less than eleven (11). In addition, the immediate past President shall be an ex-officio member of the Board for one (1) year.

•Section 2. All Corporate powers, properties and affairs of APS shall be exercised, conducted and controlled by the BOD, which shall authorize the work activities, policies and development of the organization. The BOD may vest in its Executive Committee any powers that it may have and exercise.

•Section 3. Directors may be chosen from all levels of membership.

•Section 4. Prior to election, a Board of Directors candidate must commit in good faith that he is willing to attend all Board Meetings, represent the membership to the best of his ability and serve as either an Officer or Committee Chairperson.

•Section 5. A term of office shall be two (2) consecutive years. A Director shall be eligible to succeed himself for additional terms of office, if he has not missed all Annual BOD meetings during his current two (2) year term.

•Section 6. Whenever any vacancy of the members of the BOD shall occur, the President may appoint a successor to serve until the next Annual General Meeting of the Membership.

•Section 7. Any Director may be removed by majority vote of the remaining Directors for failure to act in the best interests of the Corporation, or for lack of sympathy with the stated purpose of the Corporation.

•Section 8. Directors shall receive no compensation for their service as Directors, but are eligible for reimbursements for expenses incurred during performance of their duties when such expenditures are approved by the BOD. Directors shall be ineligible to engage in paid contract services for the Corporation.

•Section 9. One-half of the current BOD shall constitute a quorum for the transaction of business. In all matters coming before the BOD, each Director shall be entitled to cast one (1) vote.

•Section 10. The Annual Meeting of the BOD shall be held following the adjournment of the Annual General Meeting of the Membership for the purpose of electing officers, appointing committee chairmen, and for transacting other such business as may be deemed appropriate.

•Section 11. Regular meetings of the BOD shall be held at the place and time designated by the Board of Directors and may include teleconference calls, annual meetings, or meetings otherwise called by either the President or a majority of the BOD.

•Section 12. Special Meetings of the BOD may be called by the President or by any four (4) other members of the BOD upon a minimum of five (5) days written or emailed notice to each Director. Neither the business to be transacted, nor the purpose of any regular or special meeting need be specified in the notice or waiver of notice of such meeting, except as herein otherwise provided.

#### ARTICLE VIII – OFFICERS

•Section 1. At their Annual Meeting held following the Annual General Meeting, the BOD shall elect the Officers of the Corporation. They shall be a President, Vice President, a Recording Secretary, a Corresponding Secretary and a Treasurer. Officers may hold only one elective office and may be elected from the membership-at-large.

•Section 2. The President and Vice President shall hold office for a term of two (2) years and may succeed themselves for one additional term, if elected by the BOD. The Recording Secretary, Corresponding Secretary and Treasurer shall hold office for a term of two (2) years and may succeed themselves for additional terms, if elected by the BOD.

•Section 3. At any regular or special meeting of the BOD, any Officer or Director may be removed from office by majority vote of the BOD for failure to carry out the duties of the office as prescribed by these Bylaws, conduct detrimental to the Corporation, or for lack of sympathy with the stated purpose of the Corporation.

•Section 4. In case any office shall become vacant by reason of death, resignation, removal or otherwise, the Executive Committee may by a majority vote choose a successor or successors for the unexpired term.

#### ARTICLE IX – DUTIES OF THE OFFICERS

•Section 1. The President shall be the principal Executive Officer of the Corporation. He shall maintain the general direction of the organization and shall preside at all meetings of the Corporation and of the Directors and shall exercise the usual powers and functions of the office of President. He shall report on the progress of the organization at the Annual General Meeting. Within thirty (30) days after the election, he shall appoint to serve for two (2) years, all committees and their chairman except as herein otherwise provided, with the approval of the BOD. All members shall be eligible for such appointment. The President shall be an ex-officio member of all committees he appoints except the Nominating Committee. He serves as Chairman of the Executive Committee.

•Section 2. The Vice President, in the absence or disability of the President, shall exercise all duties of the President. He serves as a member of the Executive Committee.

•Section 3. The Corresponding Secretary shall give notice of all meetings of the membership, BOD and Executive Committee and shall distribute all pertinent correspondence to the BOD. He serves as a member of the Executive Committee.

•Section 4. The Recording Secretary shall keep accurate minutes of all meetings. He shall be custodian of all the records and documents of the Corporation and, in general, perform all duties incident to the Office of Secretary. He serves as a member of the Executive Committee and Historian.

•Section 5. The Treasurer shall account for the funds of the Corporation and keep all monies in the name of, and to the credit of the Corporation in bank(s) as designated by the BOD. He shall prepare, file and disburse funds for all appropriate filings as required by the Internal Revenue Service and the State of Missouri. He shall keep a full and accurate account of disbursements of funds of the Corporation, shall pay all accounts payable in accordance with established budgets and toward the implementation of the Society's purposes. He shall furnish an accurate account of his transactions and the financial condition of the Corporation at the Annual General Meeting and when requested to do so by the President or the Executive Committee. He serves as a member of the Executive Committee.

#### ARTICLE X– CHAIRMEN & COMMITTEES

•Section 1. Within thirty (30) days after election, the President, with the assistance of the BOD, may appoint Chairmen and Committees to accomplish the work of the Society.

•Section 2. The President, with the approval of the BOD may constitute special committees from time to time. Such committees shall act upon special projects within the purpose of the Corporation.

•Section 3. All members are eligible to hold any post as provided in Article IX.

#### ARTICLE XI – INDEMNIFICATION

•Section 1. Any Director or Officer who is involved in litigation by reason of his position as a Director or Officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights.)

#### ARTICLE XII – RULES OF ORDER

•Section 1. The rules contained in "Roberts Rules of Order, Revised," (current edition) shall govern the Society in all cases in which they are applicable and in which they are not inconsistent with the Certificate of Incorporation, the Constitution or By-Laws of this Society.

#### ARTICLE XIV – AMENDMENTS

•Section 1. These Bylaws may be amended by the adoption of new Bylaws, or amended in part at any Annual General Meeting or at a Special Meeting of the members, called for that purpose, by a majority vote of the voting members present at said meeting, provided written or printed notice containing the

proposed amendment or amendments is mailed or emailed to each member entitled to vote, not less than thirty (30) days prior to the date of the Meeting.

#### ARTICLE XV – DISSOLUTION OF THE ASSOCIATION

•Section 1. In the event of dissolution, the assets of the Corporation are to be applied and distributed as follows: 1) to pay all indebtedness of the Corporation, 2) to pay all expenses of liquidation of the Corporation, 3) the remainder to be distributed to Kingwood Center, 900 Park Avenue West, Mansfield, Ohio, if such organization shall, at the time of dissolution, qualify under Section 501(c)(5) of the Internal Revenue Code, as the same now exists or as it may be amended from time to time and if such organization shall, at the time, fail to so qualify, then such assets shall be distributed for one or more tax exempt purposes within the meaning of Section 501(c)(5) of the Internal Revenue Code or corresponding section of any future federal tax code or shall be distributed to the federal government or to a state or local government for a public purpose and if not, shall be disposed of by the circuit court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

Adopted May 16, 2015

