



American Peony Society Bylaws – Revision Draft

Final Revisions after 501 (c) (3) approval.

January 6, 2024 Special Member Meeting via Zoom at 11:45 a.m. to ratify changes.

ARTICLE I – NAME & ORGANIZATION

- **Section 1.** The name of this Corporation shall be “The American Peony Society” (APS).
- **Section 2.** The Corporation is organized as a membership corporation under “~~The Missouri Nonprofit Corporation Act.~~” the “State of Wisconsin – Department of Financial Institutions.” 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 – NON-DISCRIMINATION

- **Section 1.** Notwithstanding any provision of these Bylaws, the Corporation shall not discriminate against any Member, Director or Officer on the basis race, color, national origin, religion, sex, gender identity, gender expression, sexual orientation, disability, age, marital status, family/parental status, income status, or political beliefs. The Corporation prohibits any such discrimination or harassment.

ARTICLE III – PURPOSES & POWERS

- **Section 1. Purpose.** The APS is organized exclusively for education and scientific purposes and specially 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)~~ **501 (c) (3)** of the Internal Revenue Code or the corresponding provision of any future federal tax code.
- **Section 2. Organization.** The APS is organized to solicit contributions, engage in fund-raising projects and campaigns to accomplish any or all of its purposes.
- **Section 3. Limitations.** 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)~~ **501 (c) (3)** of the Internal Revenue code, or the corresponding section of any future federal tax code.

ARTICLE IV – MEMBERSHIP

- **Section 1: Qualifications.** 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 Chair, accompanied by payment of the required fees for such membership according to the particular class of membership listed herein.
- **Section 2: 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 in print format only; no additional membership benefits or voting rights are included.
- **Section 3: 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 Board of Directors (hereafter called the BOD) and appointment to any of the offices or committees hereinafter constituted.
- **Section 4: Fees.** Membership fees are payable by January 1 and are delinquent after January 31. Members failing to pay **membership fees** by January 31 will be automatically suspended. No retroactive memberships will be granted. Fees, terms and classes of membership are subject to revision by the BOD at any time.
- **Section 5: Commercial Members.** Commercial Members are to practice, in good faith, the Commercial Growers Code of Ethics, found within the American Peony Society’s “Practices and Policies”.
- **Section 6: Termination.** A membership may be discontinued, without reimbursement, by majority vote of the BOD for failure to act in the best interests of the Corporation, or for lack of sympathy with the stated purpose of the Corporation in Articles II and III.

Revisions for approval 2023.11.19; **Yellow highlights are changes to meet new IRS designation as 501 (c) (3) N.B.**

ARTICLE V – MEMBERSHIP 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 not less than thirty (30) days prior to the meeting. General reports of the activities of the Corporation shall be presented, followed by election of director candidates previously confirmed by the Nominations Committee.
- **Section 2: Special Meetings.** Special 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: Voting.** The majority of the voting members present at any duly called meeting of members shall decide all matters presented for determination. The majority required for any meeting vote will constitute 50% or more of members in attendance. The presence of ten (10) or more active members of the Society shall constitute a quorum at any meeting whether annual or called.

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.** The Treasurer will secure the services of a tax specialist to perform an inspection and annual audit of APS financial records. Recommended changes and/or amendments to financial records by the tax specialist are to be included in the audit and will be reported to the BOD by the Treasurer, or appointed representative, at their next meeting.

ARTICLE VII – DIRECTORS

- **Section 1: Management.** The Corporation shall be managed by a Board of Directors consisting of no more than eighteen (18) and no fewer than nine (9). In addition, the immediate past President shall be a non-voting ex-officio member of the BOD for one (1) year.
- **Section 2: Powers.** 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: Election.** Directors may be chosen from any membership class. Director candidates will be presented to Membership via slate for election, unless more candidates than positions are available, in which case they will be elected by ballot.
- **Section 4: Commitment.** At least 30 days prior to election, a candidate must commit to the Nomination Committee Chair, in good faith, that they are willing to attend all Board Meetings, represent the membership to the best of their ability and serve as either an Officer or Committee Chairperson.
- **Section 5: Term.** A term of office shall be two (2) consecutive years. A Director shall be eligible to succeed themselves for additional terms of office, if they have not missed all Annual BOD meetings during their current two (2) year term.
- **Section 6: Vacancy.** In the case any Directorship shall become vacant by reason of death, resignation, removal or otherwise, the remaining BOD may by a majority vote choose a successor or successors for the unexpired term(s). Resignations are to be submitted by the vacating Director and may be accepted and confirmed by the BOD at any meeting.
- **Section 7: Termination.** Any Director may be removed by majority vote of the remaining Directors for failure to attend meetings, to act in the best interests of the Corporation, or for lack of sympathy with the stated purpose of the Corporation. Majority vote is defined in Article VII Section 9.
- **Section 8: Compensation.** 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: Voting.** One-half, rounded up to the nearest whole number, 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. On the occasion that Directors of the Board are unable to make a decision based on a tied number of votes, the President or Treasurer in the order of presence shall have the power to break the tie at their discretion. A majority vote is defined as one-half or more of a quorum of the BOD, rounded to the nearest whole number, in favor or in decent of any motion or vote.
- **Section 10: Annual BOD Meeting.** The Annual Meeting of the BOD will be the next scheduled official meeting of the BOD following the adjournment of the Annual General Meeting of the Membership. The Annual BOD Meeting is called for the purpose of electing officers, ratification of the Annual General Meeting of the Membership minutes, appointing committee chairs, and for transacting other such business as may be deemed appropriate.
- **Section 11: Meetings.** Regular meetings of the BOD shall be held at the place and time designated by the BOD and in addition to the Annual Meeting may include video conference, teleconference, annual meetings, or meetings otherwise called by either the President or a majority of the BOD.
- **Section 12: Special Meetings.** 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: Election.** At their Annual BOD Meeting the BOD shall elect the Officers of the Corporation. They shall be a President, a Vice President, a Recording Secretary, a Corresponding Secretary and a Treasurer. Officers may hold only one elective office and may be elected from any membership class.
- **Section 2: Term.** 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.

Revisions for approval 2023.11.19; **Yellow highlights are changes to meet new IRS designation as 501 (c) (3) N.B.**

- **Section 3: Termination.** At any regular or special meeting of the BOD, any Officer may be removed from office by majority vote of the BOD for failure to attend meetings, 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. Majority vote is defined in Article VII Section 9.
- **Section 4: Vacancy.** In case any office shall become vacant by reason of death, resignation, removal or otherwise, the remaining Executive Committee may by a majority vote choose a successor or successors for the unexpired term. Resignations are to be submitted by the vacating officer and may be accepted and confirmed by the Executive Committee at any meeting.

ARTICLE IX – DUTIES OF THE OFFICERS

- **Section 1: President.** The President shall be the principal Executive Officer of the Corporation. They 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. They shall report on the progress of the organization at the Annual General Meeting. Within thirty (30) days after the election, they 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 they appoint except the Nominating Committee. They serve as Chairman of the Executive Committee.
- **Section 2: Vice President.** The Vice President, in the absence or disability of the President, shall exercise all duties of the President. They serve as a member of the Executive Committee.
- **Section 3: Corresponding Secretary.** The Corresponding Secretary shall answer and direct communications addressed to the Society through any platform which the Society deems an official channel. They serve as a member of the Executive Committee.
- **Section 4: Recording Secretary.** The Recording Secretary shall keep accurate minutes of all meetings. They shall be custodian of all the records and documents of the Corporation and, in general, perform all duties incidental to the Office. They serve as a member of the Executive Committee.
- **Section 5: Treasurer.** 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. They shall prepare, file and disburse funds for all appropriate filings as required by the Internal Revenue Service and the State of Wisconsin. They 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. They shall furnish an accurate account of their 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. They serve as a member of the Executive Committee.

ARTICLE X– CHAIRMEN & COMMITTEES

- **Section 1: Appointment.** 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: Special Committees.** 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: Eligibility.** All members are eligible to hold any office, elected position or committee appointment as provided in these bylaws.
- **Section 4: Nomination Committee.** A Nomination Committee appointed by the President will be convened each January or February to solicit nominations from the general membership for Director openings in the next term. The nomination committee may be drawn from any Membership Class. All candidates for Director are to be recorded and confirmed by the Nomination Committee Chair at least 30 days prior to election. The Nomination Committee Chair or other member designated by the Chair will submit the slate of candidates to the membership at the Annual General Meeting.

ARTICLE XI – INDEMNIFICATION

- **Section 1.** Any Director or Officer who is involved in litigation by reason of their 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 the current edition of "Roberts Rules of Order" shall govern the Society in all cases where the Bylaws, Policies and Procedures, Certificate of Incorporation or Constitution of this Society does not provide procedure and detail.

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 Corporation's Directors shall distribute the remaining assets for an exempt purpose within the meaning of section ~~501(c)5~~ 501 (c) (3) of the code.

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