

**Bylaws of the
Middle Tennessee Hosta Society
Fourth Revision and Adoption by Membership March 24, 2011
Third Revision and Adoption by Membership on September 23, 2010
Second Revision and Adoption by the Membership on February 26, 2009
First Revision September 29, 2002**

The Middle Tennessee Hosta Society was formed January 26, 1998.

Article 1 - Club Name and Purpose

Section 1. The name of the organization shall be the Middle Tennessee Hosta Society.

Section 2. *The Middle Tennessee Hosta Society is organized exclusively for charitable, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.* The objectives and purposes of the Middle Tennessee Hosta Society (the "Society") are to bring together, for their mutual enjoyment, people who are interested in growing hostas, to encourage wider use and appreciation of the Genus Hosta, and to disseminate educational information on the Genus Hosta and shade gardening.

Article 2 - Officers and Directors

Section 1. The officers of the Society shall consist of a President, Vice President, Recording and Corresponding Secretary, and Treasurer.

Past President will sit on the Board in an advisory capacity but shall have no voting privileges.

Section 2. The Officers and three Directors elected at-large shall compose the Board of Directors ("the Board"). The immediate Past President will sit on the Board in an advisory capacity but shall have no voting privileges.

Section 3. Elected officers shall begin their terms on January 1 and shall serve a one-year period.

Section 4. The Nominating Committee shall be appointed by the President in August and shall present a slate of officers at the regular September meeting. Additional nominations may be made from the floor. Election shall be at the regular October meeting and by a majority of the members present and voting.

Section 5. A vacancy in an elective office, arising from death, or, resignation, in writing to the President, shall be filled by a member in good standing, appointed by the President. Failure of an elected Board member to pay MTHS dues by the assigned date will be considered a vacating of the specific office and the vacated position shall be filled by a member in good standing, appointed by the President. Failure of a Past President to pay MTHS dues by the assigned date will be considered a vacating of the specific office and the vacated position shall not be filled until the sitting President is replaced by a new President.

Section 6. The Board of Directors shall have control and management of the affairs, policies and business of the Society and are responsible to the entire Society.

Article 3 - Duties and Responsibilities

Section 1. The President shall:

- a. preside at the meetings of the Society and the Board of Directors;
- b. appoint all Committee Chairmen;
- c. serve as an ex-officio member of all committees except the nominating committee;
- d. report on the state of the Society to the membership at the October meeting;
- e. review all expenditures and financial transactions with the treasurer, and retain a copy of the financial statements;

- f. appoint an audit committee to review the treasurer's book prior to the calendar year-ending;
- g. after the approval of the Board, sign all contracts;
- h. sign checks in the absence of the Treasurer; and,
- i. call special meetings as necessary.

Section 2. The Vice President shall:

- a. assume the duties of the President in the absence of the President;
- b. serve as the meeting programs chairman and coordinate the planning of the programs for the new calendar year. Distribute a calendar of meetings, programs, and other events, including those of the American Hosta Society and Dixie Regional Hosta Society, to the membership prior to the regular January meeting;
- c. arrange for regular meeting locations, audio-visual equipment and out-of-town speaker's accommodations;
- d. arrange for Hosta Show location;
- e. confirm Lawn and Garden Show dates and availability of a booth for the Society;
- f. confirm Annual Plant Sales date and location selected by Plant Sales Chairman; and,
- g. coordinate the planning of shade garden tours for the months of July and August.

Section 3. The Treasurer shall:

- a. receive and collect annual dues for membership;
- b. supply the Membership Chairman with a list of renewing members and current addresses and phone numbers;
- c. keep charge of all funds and pay all accounts by check upon the receipt of invoices, or approval by the President;
- d. work with Board in developing a operating Budget for MTHS;
- e. keep a record of receipts and expenditures;
provide working cash for the Lawn and Garden Show, Annual Plants Sale, and other Society events involving registration fees;
- f. using checks received for purchases at the Lawn and Garden Show or Annual Plants Sales, develop a list of names and addresses for the Publicity Chairman to use when mailing announcements of future Society sales and events.
- g. render a cash flow report to the Board and membership at each monthly meeting and provide the President and Recording Secretary with copies of the report;
- h. render a year end report showing costs and revenues for special events, including, but not limited to, the Lawn and Garden Show bare root hostas sale, the Annual plants sale and Hosta Show; and,
- i. present the Society's books for review by the Audit Committee.

Section 4. The Recording and Corresponding Secretary shall:

- a. record the activities of the meetings of the Board and membership;
- b. read those minutes at each regular meeting of the Society;
- c. communicate on behalf of the society as requested by the President; and,
- d. maintain a copy of the Treasurer's report with the appropriate minutes.

Section 5. Each outgoing Board must ensure that there is in the Treasury a sum equal to the unpaid bills or obligations for which the administration is responsible, plus at least \$100.

Article 4 - Membership

Section 1. The membership is open to any person who wishes to support the purpose of the Society. Types of membership shall include active and honorary;

- a. Active membership requires that the member pay annual dues.
- b. Honorary membership may be conferred upon an individual who is chosen by the Board of Directors for such honor. Such a member is entitled to the same privileges as an active member but will not be required to pay dues.

Section 2. Annual dues for the current calendar year, January 1st through December 31st, shall be set by the Board of Directors and shall be an amount at least sufficient to cover the expenses of all Society mailings for one year. Dues shall be payable January 1st of each year. New members joining after October 1st shall be considered paid through the following calendar year.

Section 3. Dues will be considered delinquent after March 1st and any dues unpaid by March 15th will result in the termination of membership. Membership will be immediately reinstated by the payment of the calendar dues.

Section 4. All Society members will be provided a copy of the Bylaws and current membership roster. Any member may request copies of changes to the Bylaws, as they occur.

Article 5 - Committees

Section 1. The Chairman of each committee shall be appointed by the President and approved by the Board. The Nominating Committee shall be a Standing Committee, while other Committees, including those listed below are optional, based on the needs and activities of the Society.

Section 2. The President shall appoint a Nominating Committee, consisting of a chairman and two members. No member of the nominating committee may be a nominee reported out by that committee. In accordance with Article 2, Section 4, the Nominating Committee shall nominate the slate of officers for the next administration. A report of the nominating committee shall be made at the September meeting of the Society. Elections shall occur in October.

Section 3. The President may appoint, subject to the Board's approval, a **Membership Chairman**. The responsibilities of the Membership Chairman are outlined in the MTHS Procedures Manual and may change as deemed necessary.

Section 4. The President may appoint, subject to the Board's approval, a **Lawn and Garden Show Booth Chairman**. The responsibilities of the Chairman are outlined in the MTHS Procedures Manual and may change as deemed necessary.

Section 5. The President may appoint, subject to the Board's approval, a **Plant Sales Chairman**. The responsibilities of the Chairman are outlined in the MTHS Procedures Manual and may change as deemed necessary.

Section 6. The President may appoint, subject to the Board's approval, a **Newsletter Editor** and/or **Web site Coordinator**. The responsibilities of the Editor are outlined in the MTHS Procedures Manual and may change as deemed necessary.

Section 7. The President may appoint, subject to the Board's approval, a **Publicity Chairman**. The responsibilities of the Chairman are outlined in the MTHS Procedures Manual and may change as deemed necessary.

Section 8. The President may appoint, subject to the Board's approval, a **Hosta Show Chairman**. The responsibilities of the Chairman shall include the coordination of a Hosta Show, in accordance with the guidelines of the American Hosta Society, utilizing procedures detailed in the American Hosta Society Hosta Show procedures manual.

Section 9. The President may appoint, subject to the Board's approval, a **Hospitality Chairman**. The responsibilities of the Chairman are outlined in the MTHS Procedures Manual and may change as deemed necessary.

Section 10. The President shall appoint, subject to the Board's approval, an **Audit Committee**. The responsibilities of the committee shall be to review the financial books of the Society and report their findings to the Board at the January meeting.

Article 6 - Meetings

Section 1. The annual Board Meeting shall be held in January.

Section 2. Regular meetings shall be the fourth Thursday of each month except for June, July, November and December. In lieu of formal meetings, garden tours may be held in July and August. A treasurer's report and committee reports will be given to the membership at each regular meeting. The Board shall resolve any conflicts with regular meeting dates.

Section 3. The election of officers shall occur at the October meeting. The slate will be presented at the September meeting.

Section 4. With reasonable notification, the President may call special meetings of the membership. At least ten members must be present to constitute a quorum.

Section 5. No meetings will be recognized by this Society unless they are authorized by the President. Such authorization shall encompass all meetings called by committee chairmen, appointed by the President, in order to carry out their tasks.

Section 6. A majority vote of the members present at a meeting shall be required to approve a motion.

Section 7. In conducting any meeting, the presiding officer shall abide exclusively to the written Bylaws. Generally, *Roberts' Rules of Order* will be used as a basis for meeting procedure.

Article 7 - Discipline

Section 1. Charges of dishonesty, working against the principles and purposes of the organization, and/or injuring the standing of a member, may be filed in a written statement signed by five members in good standing and sent to the Board.

Section 2. The accused member shall be notified of the action in writing and shall have the privilege of being present at a special or regular meeting of the Board, at which the charges will be considered.

Section 3. The member may be suspended by a two-thirds vote, or expelled by a three-fourths vote, of the Board.

Article 8 - Amendments

Section 1. The Bylaws may be amended by majority vote of the members present at a regular or special meeting, provided the proposed changes have been read to the membership thirty days prior to the meeting at which amendments are to be voted upon.

Article 9 - Dissolution

Section 1. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) 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. Any such assets not disposed of shall be disposed of by the Court of Common Pleas 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.

Article 10 - Miscellaneous Provision

Section 1. The Middle Tennessee Hosta Society will work in harmony with the American Hosta Society and the Dixie Regional Hosta Society. This support is not intended to include providing monies from the Society's treasury.

Section 2. The Middle Tennessee Hosta Society will be operated as a not for profit society. The club will operate pursuant to Federal and State tax laws.

Section 3. No Director of the Middle Tennessee Hosta Society shall receive, directly or indirectly, any salary or other compensation for serving as a Director or in any other capacity, unless authorized by the concurring vote of a majority of all Directors or by the concurring disinterested Directors. However, nothing contained herein shall be construed to prevent any Director from serving in any other capacity and receiving reasonable compensation for services rendered in furtherance of the purposes and functions of the Society.

Section 4. Any Director may receive reimbursement for official expenditures from the Treasurer with proper receipt and approval. Prior approval shall be obtained for any non-urgent expenditure.

Pursuant to and consistent with the requirements of Tennessee law, no Director shall be liable for any act of omission of any other director or of any agent, employee, attorney, auditor, accountant, or administrator selected by the Board of Directors with reasonable care; nor shall any director be liable for any obligation incurred by the Board of directors acting as such, or for his or her own act of omission, unless such act or omission was with intent to defraud. No Director shall be liable for any act of omission by that Director based upon any paper, document, date, or information believed by said Director to be genuine and accurate and to have been made, executed, and delivered by proper parties thereto; nor shall any director be liable for any act of omission by said Director concerning which she relied upon the opinion of legal, actuarial, accounting, or other professional counsel. If any Director is named as a defendant in any civil action brought against him/her because of any act or omission of himself/herself or of the Board of Directors for which such Director is not liable as herein provided, the society shall indemnify and hold harmless such Director for but not limited to court costs and reasonable attorney fees, and the amount of any judgment rendered against him/her pursuant to said action.

Section 5. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other purposes not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by any organization, contributions to which are deductible under section 170 (c) (2) of the Internal revenue Code, or corresponding section of any future federal tax code.