

BY LAWS

LOUISVILLE AREA DAYLILY SOCIETY

ARTICLE I - NAME

The name of this corporation shall be the Louisville Area Daylily Society.

ARTICLE II PURPOSE

The Louisville Area Daylily Society is a non-profit organization whose purpose is to promote, encourage and foster the development and improvement of the genus Hemerocallis, and public interest therein, by all suitable and appropriate means. It is organized exclusively for educational and scientific purposes and to engage in activities consistent with the above indicated purposes which comply with section 501©3 of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE III – MEMBERSHIP

Membership shall be open to any individual who subscribes to the purposes as stated in Article II and who pays the annual dues as set forth in the Standing Rules.

ARTICLE IV - MEETINGS

Section 1. - Regular Meetings. Regular meetings of the membership will be held the third Thursday of each month at a time and place to be determined by the Executive Board.

Section 2. – Special Meetings. Special meetings o the membership may be called for any purpose by resolution of the Executive Board, written request by a majority of Board members, or a petition of at least ten (10) members in good standing Such requests shall detail the purpose of the meeting as well as a proposed time and place for holding said meeting. Such requests shall be submitted to either the President or the Secretary who shall be responsible for calling the meeting. Business transacted at a special meeting shall be confined to the subject(s) stated in the request and any related matters.

Section 3. Notice. Members shall be notified of all meetings no less than five days before the date of said meeting. Notice shall state the date, time and place of the meeting and shall be emailed or mailed to the member at the address as it appears in the records of this organization. Members are responsible for notifying the Secretary of any change of address.

Section 4. Quorum. A quorum shall consist of 10% of the members in good standing at the time of the meeting, but in no event shall be less than five (5) members.

members. (added)

ARTICLE V - OFFICERS (Should become Article V)

Section 1. Composition. Officers of the Louisville Area Daylily Society shall be: President, Vice President, Secretary and Treasurer. All officers must be members in good standing of the American Hemerocallis Society.

Section 2. President. The President shall preside over all meetings, with the consultation and confirmation of the Executive Board, appoint all committees with the exception of the Nominating Committee, and carry out all other duties incident to the office of President or prescribed by the Executive Board.

Section 3. Vice President. The Vice President shall carry on the duties of the President in the President's absence, be the Program Chairman, and carry out any other such duties incident to the office of Vice President or prescribed by the Executive Board.

Section 4. Secretary. The Secretary shall act as a clerk of all meetings of the membership and the Executive Board, recording all votes and keeping the minutes of all proceedings in a book kept for that purpose or an electronic file; keep a record of members in good standing; assist the President with correspondence and keep a file of such correspondence unless the President appoints a separate Corresponding Secretary; be responsible for sending notices for all membership and Executive Board meetings either directly or notifying the Newsletter Editor; carry out all other duties incident to the office of Secretary or prescribed by the Executive Board.

Section 5. Treasurer. The Treasurer shall keep custody of all funds and securities and keep full and accurate accounts of all receipts and disbursements in books kept for that purpose or an electronic file belonging to the Louisville Area Daylily Society; deposit all money and other valuable effects in the name and to the credit of the Louisville Area Daylily Society as determined by the Executive Board, taking proper vouchers and/or paid receipts for such disbursements; prepare regular financial reports and financial reports and the yearly budget; carry out all other duties incident to the office of Treasurer or prescribed by the Executive Board.

Section 6. Term of Office. All officers shall serve a one year term of office and may serve up to three consecutive terms. No member shall serve more than five (5) consecutive years as an officer of this organization. Any member who has been off the Executive Board for two consecutive years may again be elected and hold office. The term of office shall begin with the first meeting following election and installation.

ARTICLE VI – ELECTIONS

Section 1. Nominating Committee. The Nominating Committee shall consist of three (3) members in good standing and shall be nominated from the floor and elected by the general membership by a simple vote, a quorum being present, at the May meeting each year. The elected members shall designate one of the three as committee chairman. The committee shall have the responsibility for determining the eligibility and qualifications of potential officers and shall present a slate of nominees to the membership at the October meeting each year. The slate of nominees shall be included in the notice of the November meeting sent to all members.

Section 2 . Election of Officers. The election of officers shall take place at the November meeting and the installation of officers shall take place at the December meeting each year. Nominations may be made from the floor. Election shall be by a plurality vote and shall be by secret ballot unless the membership votes, by a simple majority vote, to dispense with the secret ballot and vote by other means.

Section 3. Removal. An officer may be removed from office by the membership only upon a showing of good cause and shall be considered only if a petition signed by no less than 10% of the membership, but no fewer than five (5) members, is presented to the membership at a regular or special meeting. Notice of intent to remove must be sent to the officer in question and to the general membership at least thirty (30) days prior to the meeting at which such action is to be considered. A two-thirds (2/3) vote of the members present, a quorum being present, shall be required for removal.

Section 4. Vacancies. A vacancy in the office of President due to resignation, removal, incapacity, or death shall be filled for the remainder of the term by the Vice President. Vacancies in any other office for the above stated reasons shall be filled for the remainder of the term by a majority vote of the remaining officers on the Executive Board.

ARTICLE VII – EXECUTIVE BOARD

Section 1. Composition. The Executive Board shall be composed of the elected officers.

Section 2. Meeting and Duties. The Executive Board shall meet as needed, at the call of the President, to consider plans and policies. All meetings shall be open to the general membership but only the elected officers shall have voting authority. The Executive Board shall present recommendations on all matters it considers to the general membership for its approval or rejection by majority vote. Only in an emergency shall the Executive Board be empowered to act on behalf of the membership in which case their action(s) must be presented to the membership at the next meeting, at which time said action may be rescinded by a majority vote of the membership, a quorum being present.

Section 3. Quorum. A quorum of the Executive Board shall be three (3) of its members.

Section 4. Authority and Responsibility. All officers and committees shall be given written guidelines by the Executive Board which shall outline their specific duties responsibilities, financial authority, if necessary, and authority to act on behalf of the Society. Under no circumstances will any committee act outside these guidelines without obtaining prior written authority from the Executive Board. Failure to comply with these guidelines may constitute cause for removal.

ARTICLE VIII – PARLIAMENTARY AUTHORITY

Robert's Rules of Order, latest edition, shall apply to all situations not covered by the Articles of Incorporation, these By Laws or any special rules adopted by the membership.

ARTICLE VIX – AMENDMENTS

These By Laws may be amended at any regular meeting of the Louisville Area Daylily Society upon formal notice given to the membership at least fourteen (14) days in advance of said meeting of intention to propose a specific amendment. Adoption of such an amendment shall be by affirmative vote of at least two-thirds (2/3) of those members in good standing present and voting, a quorum being present at the time of the vote.