

NORTH AMERICAN ROCK GARDEN SOCIETY

CONSTITUTION AND BY-LAWS

(As amended: May 5, 1994; May 16, 1997; June 26, 1999; July 26, 2000; March 13, 2009; July 12, 2010; May 5, 2013; December 21, 2014, April 27, 2017)

ARTICLE I - NAME

The name of this Society shall be the North American Rock Garden Society.

ARTICLE II - PURPOSE

The purpose of the Society shall be to encourage and promote:

- a) The cultivation, conservation and knowledge of rock garden plants, their value, habits and geographic distribution.
- b) Interest in good design and construction of rock gardens, crevice gardens, and container gardens.
- c) Image capture and display, especially of plants and plant habitats.
- d) Meetings and exhibitions.
- e) Plant explorations and introduction of new species and forms.
- f) Study of history and literature on the subject.
- g) Acquaintance between members and groups with the resultant mutual exchange of experience and knowledge.

ARTICLE III - MEMBERSHIP

SECTION 1. There shall be five classes of membership: Individual, Patron, Household, Honorary and Institutional.

SECTION 2. Individual Members shall be those who are interested in rock gardening and pay the requisite dues.

SECTION 3. Patrons shall be those who are interested in furthering the purposes of the Society and pay Patron dues.

SECTION 4. Household members shall be two members (either Individual or Patron), who are interested in rock gardening, reside at the same address and pay Household membership dues for such Household, but only receive one copy of the Quarterly for such Household

SECTION 5. Honorary Members shall consist of such outstanding persons in the horticultural world as may be selected by the Board of Directors. They shall have all the other privileges of membership except that they shall have no vote in the affairs of the Society.

SECTION 6. Institutional Members shall be herbaria, botanical gardens, or institutions of higher learning and research that pay the requisite annual dues. They shall have all the other privileges of membership except that they shall have no vote in the affairs of the Society.

SECTION 7. Life Members are those who paid life membership dues prior to 2017. While such memberships are no longer available, existing Life Members retain their benefits.

SECTION 8. Only members in good standing shall be eligible to hold any position in the Society.

SECTION 9. All Members of the Society, except as otherwise stated in these By-Laws, shall receive the official organ of the Society, the Rock Garden Quarterly and other publications of the Society that shall be authorized by the Board of Directors.

ARTICLE IV - DUES

SECTION 1. Dues shall be levied as established by the Board of Directors. There can be different dues levels within each class of membership, based on geographic location or other factors.

SECTION 2. Honorary Members shall not be required to pay annual dues.

SECTION 3. Any member who shall be delinquent in dues for more than three months shall forfeit his/her membership in the Society.

ARTICLE V - MEETINGS

SECTION 1. Robert's Rules of Order (newly revised) shall govern the conduct of all meetings of the Members, Board of Directors and the Administrative Committee

SECTION 2. An Annual Meeting for the conduct of business shall be held at a time and place specified by the Administrative Committee.

SECTION 3. Special Meetings for the conduct of business may be held at the call of the President, or upon the written request of five members of the Board of Directors, or upon written request to the Recording Secretary of twenty five Members of the Society, provided that such request shall state the reason for the meeting.

SECTION 4. Written notice of the Annual Meeting and of the special meetings for the conduct of business shall be issued to all members by the Recording Secretary at least thirty days in advance of said meeting.

SECTION 5. Only members in good standing shall be entitled to vote at meetings of the Society.

SECTION 6. Fifty members shall constitute a quorum for the transaction of business at any regular or special meeting of the members.

SECTION 7. Ten members of the Board of Directors shall constitute a quorum for the transaction of business at any duly called Board of Directors' meeting. Board members who participate in a meeting remotely via telephone or other digital means shall be considered present for determining a quorum and for voting during the meeting.

SECTION 8. Binding decisions of the Board of Directors require votes from at least a quorum of Board members and may be made only at the Annual Meeting, at special meetings called for a specific purpose under the provisions of Article VIII, Section 1, or by ballot via mail or digital means

ARTICLE VI - OFFICERS

SECTION 1. The Officers shall consist of a President, a Vice-President, a Recording Secretary and a Treasurer.

SECTION 2. The officers shall be elected by a majority vote by ballot via mail or digital means. Terms of office shall begin on July 1 or at the Annual Meeting if the meeting occurs 60 days or fewer before July 1.

SECTION 3. The President and Vice-President shall serve for a term of two years and may be elected for a further term of one year, but not more than three years successively. All other officers shall be elected to serve two years and may be reelected but may not serve more than 4 years consecutively. The incumbent and the elected Treasurer shall have a concurrent period based on the fiscal year. Only the newly elected Treasurer shall have a vote.

ARTICLE VII - COMMITTEES

SECTION 1. All committees, except the Nominating Committee, Audit Committee and By-Laws Committee, are tacitly Ad Hoc, serving at the pleasure of the President. Committee members should have staggered terms and may not serve more than three years, with the exception of the By-Laws Committee. Committee members then are ineligible for reelection or reappointment to the Committee for one year. The Board of Directors may ask for annual performance reviews.

SECTION 2 – NOMINATING

Composition - There shall be a Nominating Committee of at least five members of whom one shall be appointed by the President from among the Board of Directors (elected) to serve as Chair (the Administrative Director-at-Large excepted). The Chair shall serve for a term of no more than three years but need not be a member of the Board of Directors during the second or third year. At least four members of the Nominating Committee will be chosen by the Chairperson from among the Members of the Society who are not members of the Board of Directors (elected). These members may serve for a term of no more than three years.

Quorum –Four members of the Nominating Committee shall constitute a quorum. With the written consent of all the members, the Chairperson may conduct “meetings” in person, or by phone, mail or digital means; phone votes must be confirmed in writing.

Responsibilities - The Committee shall be responsible for soliciting and receiving nominations for Directors and Officers. The Committee shall present to the membership a slate of nominees, as needed, for Directors and Officers. At least one candidate will be included in the slate for each position to be filled. Additional nominations may be made by the membership. Members may volunteer for nomination. In all cases, no nomination may be made without the prior consent of the proposed nominee. Brief biographies of the nominees, prepared by the nominees, will be solicited by the Chair and published in the Quarterly and on the NARGS website at least 30 days before the election.

SECTION 3 - AUDIT

Composition - There shall be an Audit Committee, appointed by the President, that operates independently of the Officers and adopts its own rules and procedures including, but not limited to, size of committee, terms of office, and provisions for continuity. They shall make recommendations to the President for new members, considering their qualifications.

Responsibilities - The Audit Committee shall audit annually all financial records of the Society and provide an opinion letter for inclusion in the annual financial report. At its discretion it may also prepare a management letter for the Administrative Committee.

SECTION 4 - BY-LAWS

Composition - There shall be a By-Laws Committee, appointed by the President, consisting of a Chair and two other members. There shall be no limit on the terms of these three members. The By-Laws Committee may conduct "meetings" in person, or by phone, mail or other digital means as necessary, and is responsible for the preparation and presentation of amendments to these By-Laws in accordance with the provisions of Article XI.

ARTICLE VIII - BOARD OF DIRECTORS, ADMINISTRATIVE COMMITTEE

SECTION 1. The general policies of the Society, except for those matters requiring a vote of the Membership by the constitution, shall be established by the Board of Directors consisting of the Officers, the immediate past President and the nine elected Directors. It shall meet at such times as may be deemed advisable by the Administrative Committee or at the request of any three members of the Board. The Board shall have the power to veto any appropriation of monies voted by the Members of the Society. It shall fill any vacancy that may occur between elections among the Board of Directors of the Society. It shall have the power to change the date of the Annual Meeting. It shall request reports from the President, the Recording Secretary, the Treasurer, the various Committee Chairs, the Executive Secretary and the Managers of departments. It shall review and approve the annual financial budget. It shall also review and act on all contracts for appropriation of the Society's funds in amounts of \$5,000 or more. It shall perform all duties usual to its office for the welfare of the Society.

SECTION 2. The Directors shall be elected for a period of three years by ballot via mail or digital means. Three Directors shall be elected each year. They may be reelected for a second three-year term but are ineligible for reelection to the Board for the year following their second term. Terms of office shall begin on July 1 or at the Annual Meeting if the meeting occurs 60 days or fewer before July 1.

SECTION 3. The affairs of the Society shall be administered by an Administrative Committee, consisting of the President, Vice-President, Recording Secretary, Treasurer and also one Director who is selected annually from the Elected Directors by the Officers aforementioned. With the approval of the Board of Directors for contracts of \$5,000 or more, it shall annually appoint, or contract for independent contractor services required for the delivery of Society programs and services. It shall implement the policies of the Society and advise the officers in the performance of their duties. It shall not commit or expend society funds in excess of an amount approved annually by the Board of Directors. It shall refer matters of general policy to the Board of Directors.

ARTICLE IX - DUTIES OF OFFICERS

SECTION 1. The duties of the President shall be: to preside at the Annual Meeting of the Society, at any special administrative meetings of the Society and at the meetings of the Board of Directors and of the Administrative Committee; to call Special Meetings as provided in Article V, Section 3; to appoint all committees except as specified for the Nominating Committee; to be ex officio member of all committees except the Nominating Committee and the Audit Committee and to perform all duties usual to the office.

SECTION 2. In the absence of the President, the Vice-President shall perform the duties of the President.

SECTION 3. The duties of the Recording Secretary shall be: to keep a record of the proceedings of the Society, of the Board of Directors, and of the Administrative Committee; to see prepared and sign all legal and official documents except financial and those assigned to the Executive Secretary; to render reports to the Board of Directors and at the Annual Meeting; to perform all other duties usual to the office.

SECTION 4. The duties of the Treasurer shall be: to be responsible for the Society's accounts; to see that all authorized financial obligations are met in an appropriate fashion; to keep records of receipts and expenses; to render accounting to the Board of Directors as required; to render a report at the Annual Meeting; to arrange for the annual financial audit; to perform all other duties usual to the office.

ARTICLE X - CHAPTER ORGANIZATION

SECTION 1. To further the purposes of the Society, chapters may be organized and affiliated with the Society. These chapters shall be identified by geographic titles.

SECTION 2. The approval of the Administrative Committee is required for the formation, name and boundaries of a new chapter.

SECTION 3. Chapter Officers shall consist of a Chairperson and Secretary and such other officers as the Chapter shall determine. These Chapter Officers shall all be members of the Society. Any Chapter representative to a meeting shall also be a member of the Society.

SECTION 4. Each active chapter and the name of its chairperson shall be listed in the Society Directorate appearing in the Rock Garden Quarterly. A chapter failing to hold at least one general meeting of the Chapter members in one year shall be considered inactive.

SECTION 5. Each chapter shall send to the Society's executive secretary the names of the officers of the chapter upon their election. Each chapter shall send to the Society's executive secretary in April an account of its activities during the past year for the purposes of a report to the Annual Meeting of the Society.

SECTION 6. Procedural rules for the conduct of the activities of a chapter not herein mentioned shall be determined by each chapter.

ARTICLE XI - AMENDMENTS

SECTION 1 - Any proposal for amending these by-laws shall be made to the Administrative Committee, which shall then refer it to the By-Laws Committee with suggestions or comments. The By-Laws Committee shall evaluate the proposed amendment and report back to the Administrative Committee within 90 days of receiving the proposal. If there is agreement on the proposed amendment, the Administrative Committee shall bring the proposal to a vote, by one of the mechanisms provided in Article XI, SECTION 2. In the event that the two committees fail to agree on a proposed amendment, either committee may bring the amendment to the Board of Directors or to the membership for a vote, under the provisions of Article XI, Section 2.

SECTION 2 - These by-laws may be amended either

- a) by a two thirds majority vote of the Board of Directors at an Annual Meeting, or by mail or digital means, provided that written notice has been mailed or delivered by digital means to the membership thirty days prior to the vote; or
- b) by a two thirds majority vote of the membership at the Annual meeting, provided that written notice of the proposed amendment(s) has (have) been mailed or delivered by digital means to the membership thirty days prior to such meeting; or
- c) without the above written notice by a unanimous vote of the membership at the Annual meeting; or
- d) by ballot via mail or digital means, or a combination of these two, to all members of the Society in good standing, which, when returned, will be tallied by the Recording Secretary and ratified by the Administrative Committee. A two thirds majority of those voting within forty-five days of notice of the proposed change(s) shall be needed to enact them.

ARTICLE XII - CONDUCT

SECTION 1. The Society shall not operate in any manner resulting in financial profit or gain to its individual members, except those contracted to provide administrative and technical services.

SECTION 2. No member shall hold more than one national office at a time.

SECTION 3. No member shall serve as an Officer or Director and have an ongoing contractual relationship with the Society at the same time.

SECTION 4. Any Officer or elected Director may be removed for cause by a two-thirds vote of the members at an Annual or a Special Meeting of the Society, duly called. Voting shall be by written ballot, counted by tellers named at such meeting by the Chair of the Nominating Committee or member thereof then present.

SECTION 5. No Officer, elected Director or Manager shall be liable for anything done or omitted by him/her, so long as he/she shall have acted honestly and in good faith. The NARGS shall indemnify every Officer, elected Director and Manager against all liability imposed on the Officer, elected Director or Manager as a result of his/her conduct as Officer, elected Director or Manager, so long as the Officer, elected Director or Manager acted honestly and in good faith. NARGS may carry insurance for this purpose.

ARTICLE XIII - ORGANIZATIONAL PROCEDURE

Where the By-Laws differ from Robert's Rules of Order, the By-laws shall prevail.

ARTICLE XIV - DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for the charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated for such purposes.

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