

BYLAWS OF THE AMERICAN PENSTEMON SOCIETY¹

ARTICLE I Name

The name of the organization shall be the American Penstemon Society (APS or Society).

ARTICLE II Objectives

The objectives of the Society shall be to promote the use and enjoyment of Penstemons in cultivation; to provide and communicate information on the propagation of Penstemons; to provide descriptions of species, and their evaluation as garden material; to promote the enjoyment of penstemons in the wild; to help identify and protect the rare and endangered species; to support botanical and horticultural research dealing with Penstemons and to encourage members to share knowledge, enthusiasm and friendship.

ARTICLE III Membership

Section 1. **Membership in the Society** shall be open to anyone interested in furthering the objectives of the Society upon payment of the required Society dues. Active membership shall include all members of a household.

Section 2. **The cost of membership** (annual and life) shall be as determined by the Board of Directors. Dues shall be due and payable on or before January 1 of each year. Members joining the Society for the first time after September 1 of a given year shall receive membership through the following calendar year.

Section 3. **The Membership Chair** shall notify any member two months in arrears, and those whose dues are not paid by May 1 shall be dropped from membership.

Section 4. Honorary members may be named by the Board of Directors. Guest members may be named by the President.

¹ Amended and adopted June, 2016.

ARTICLE IV Officers

Section 1. **The officers of the Society** shall be a President, Vice President, Secretary, Membership Chair, Treasurer, and three Board Members at large. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Society.

Section 2. **Nomination procedures and time of elections.** A nominating committee consisting of the Nominating Committee Chair, the current President and the immediate past President shall prepare a slate of candidates for the offices to be filled. The slate and a call for additional nominations by members shall be included in the Fall Newsletter. The ballot will be sent to the membership six weeks prior to the annual meeting. The results of the election will be announced at the annual meeting of the society.

Section 3. **Term of Office.** The elected officers shall serve a term of three years or until their successors are elected. The term of office shall begin at the announcement of the final elections results at the annual meeting.

Section 4. **Office Holding Limitations.** No member shall hold more than one office at a time, and no member shall serve more than two consecutive terms in the same office.

ARTICLE V Duties of Officers

Section 1. **President.** Duties of the President shall include presiding at the meetings of Society Board of Directors and members; setting dates and preparing agenda for all meetings; actively working to implement the recommendations of the membership on the objectives and direction of the Society; helping and encouraging other board members to pursue their scope of activities during the year. With the input from other directors and officers, the President will prepare an annual budget for Board approval. The President will arrange for an audit of the Treasurer's Report by a qualified accountant on a biennial schedule or more frequently if determined to be necessary. As a member of the Nominating Committee, the President will help in recruiting new officers and board members. The President shall perform other duties applicable to the office as prescribed by the parliamentary authority adopted by the Society.

Section 2. **Vice President.** Duties of the Vice President shall include acting for the President in his or her absence; helping other board members to pursue their scope of activities during the year; assisting the Annual Meeting Chair with preparing the meeting plan and budget; assure that all board members responsible for an annual report submit their reports; performing such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Society.

Section 3. **Secretary.** Duties shall include recording and distributing minutes of all meetings of the Society Board of Directors and members; assisting the Newsletter and Bulletin editors with publication and distribution; assisting Officers and Board members with correspondence when necessary; confirming and reporting the results of the elections of the Society at the annual meeting; preparing an annual report to Board for area of responsibility; performing such other duties assigned by the President or prescribed by the parliamentary authority adopted by the Society.

Section 4. **Membership Chair.** Duties shall include preparing dues renewal items for the newsletter; sending out reminder notices to those who have not renewed ;maintaining the up to date membership roster and distributing the document on a defined schedule to Board of Directors ;preparing an annual report on membership ;coordinating with the treasurer on depositing of membership dues; protecting the unique data of the membership roster from illegitimate uses; performing other duties applicable to the office assigned by the President or prescribed by the parliamentary authority adopted by the Society.

Section 5. **Treasurer.** Duties shall include responsibility for the safe and accurate custodianship of all financial activities of the Society; coordinating collection and depositing of funds from officers, members and institutions; maintaining safe checking ,savings and Paypal accounts; dispensing funds to members, officers and outside entities upon written presentation of documented invoices, expense accounts or similar documents; file US Internal Revenue 990N form yearly in September; file Colorado Dept. of State financial form yearly; preparing accurate and up to date financial reports as requested by the President and Board of Directors; preparing an annual Treasurers report at the end of the Society's fiscal year ;performing such duties applicable to the office assigned by the President or prescribed by the parliamentary authority adopted by the Society.

Section 6. **Board Members (3) at large.** Duties shall include attending all Board Meetings; reviewing all board proposals and communications and participating in their discussion and resolution; performing such duties assigned by the President or prescribed by the parliamentary authority adopted by the Society.

ARTICLE VI Meetings

Section 1. Meetings of the Society shall be held whenever organized, and shall be announced in the issue of the Newsletter which precedes their occurrence.

Section 2. Twenty percent of the total membership shall constitute a Quorum for transaction of Society business.

ARTICLE VII Board of Directors

Section 1. Meeting of the Society shall be held annually and announced in the issue of the Newsletter which precedes the meeting.

Section 2. Fifteen percent of the total membership shall constitute a Quorum for the 14 transaction of Society business.

ARTICLE VIII Appointive Offices

Section 1. **Website Manager.** The President shall appoint a Website Manager. The duties shall include maintaining and improving the structure, accessibility, content and security of the APS website; managing and editing the various website content areas; working with other officers to transmit society announcements, newsletters, ballots, reports and rosters to the membership or selected subgroup such as the Board of Directors via a secure internet server; acting as liaison between the APS and the web hosting company and preparing an annual report on these activities. The term of office shall be three years or longer by mutual agreement.

Section 2. **Bulletin Editor.** The President shall appoint a Bulletin Editor. The duties shall include preparing and distributing the annual APS Bulletin ; soliciting, writing, editing and working with the publisher of the Bulletin and preparing an annual report on these activities .The term of office shall be three years or longer by mutual agreement.

Section 3. **Newsletter Editor.** The President shall appoint a Newsletter Editor. The duties shall include soliciting, writing, editing and distributing the Newsletter four to six times per year and preparing an annual report on Newsletter operations. The term of office shall be three years or longer by mutual agreement.

Section 4. **Nominating Committee Chair.**The President shall appoint a Nominating Committee Chair. Duties shall include working with committee to search for willing and qualified members of the Society to fill elected and appointed offices; prepare slate of candidates for each election; assuring the members of the Society can freely nominate their candidates; distributing ballots to the membership and announcement the election results at the annual meeting. The term of office shall be three years or longer by mutual consent.

Section 5. **Seed Exchange Director.** The President shall appoint a Seed Exchange Director. Duties shall include receiving donated seed, publishing and distributing a seed list; distributing requested seed to members. The term shall be three years or longer by mutual consent.

Section 6. **Special Projects Director.** The President shall appoint a Special Projects Director. Duties shall include managing the Society's funded grants program; soliciting proposals from botanical and horticultural groups as well as members whose projects reflect the objectives of the Society; ranking and funding these projects as budget allows and presenting an annual report to the Board of Directors. The term shall be three years or longer by mutual consent.

Section 7. **Registrar of Cultivars and Hybrids.** The President shall appoint a Registrar of Cultivars and Hybrids. Duties shall include the maintenance of a list of all cultivars and named hybrids of Penstemon and a list of all successful intraspecies crosses. The term shall be three years or longer by mutual consent

Section 8. **Robins Coordinator.** The President shall appoint a Robins Coordinator. Duties shall include coordinating the reports of the international members on a yearly basis as pertains to their gardening experiences with Penstemons. The term shall be three years or longer by mutual consent.

Section 9. **Historian.** The President shall appoint an Historian. Duties shall include documenting APS activities, curating appropriate documentation of these activities. The term shall be three years or longer by mutual consent.

Section 10 **Librarian.** The President shall appoint a Librarian. Duties shall include circulating upon request of members past copies of the Bulletin of the Society and other Penstemon publications. The term shall be three years or longer by mutual consent.

Section 11. **Annual Meeting Coordinator.** The President shall appoint an Annual Meeting Coordinator. Duties shall include developing a comprehensive plan for the annual meeting; assisting the Board of Directors in the determination of the location of the meeting at least two years in advance recruiting professional expertise for lectures and field trips at the annual meeting; coordinating the logistics of venue, lodging and meals and developing a for the meeting. The term shall be three years or longer by mutual consent.

ARTICLE IX Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order which the Society may adopt.

ARTICLE X Amendment of Bylaws

Section 1. These bylaws may be amended by a two-thirds vote of the members either at a meeting of the Society at which a Quorum is present or by regular or electronic mail in which a Quorum of members respond.

Section 2. A motion to amend the bylaws must be made in writing and shall be given to the President who shall distribute it all members.

ARTICLE XI Dissolution

In the event of dissolution, the assets of the Society shall be liquidated, and all bills presented and paid. The remaining assets shall be donated to a non-profit organization with similar or related objectives and none of the assets shall be distributed to individual members.