

NORTH STAR LILY SOCIETY

Bylaws

February 27, 2012

Revised April 1, 2018

Revised March, 2019

ARTICLE I

Name and Purpose

Section 1. *Name:* The name of this Society shall be North Star Lily Society (NSLS). It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

Section 2. *Purpose:* The North Star Lily Society is organized exclusively for educational and scientific purposes. The purpose of this organization is to promote interest in the genus *Lilium* in the Upper Midwest by:

- disseminating information about the culture of the genus *Lilium*
- developing educational materials about the culture of the genus *Lilium*
- providing educational opportunities to groups and individuals
- promoting such other educational and scientific activities as may advance the culture of *Lilium*.

Section 3. *Exemption Requirements:* At all times the following shall operate as conditions restricting the operations and activities of NSLS:

- 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 purpose set forth in the purpose clause hereof.
- No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
- Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

ARTICLE II Membership and Dues

- Section 1. Eligibility for membership:* The qualifications for membership are an interest in the purpose for which this organization is formed and payment of the annual dues. Active participation in Society affairs, while not required as a condition of membership, is heartily encouraged as a means for strengthening the organization and furthering its purpose.
- Section 2. Rights of members:* Membership with full voting rights shall be either individual or household. The Board of Directors may confer Complimentary Membership without voting rights to the president of other Regional Societies for their term of service. A periodic review by the Membership Chair is required. The Board of Directors may confer Honorary Life Membership, with full membership rights, to persons who are recognized to have made significant contributions to the Society and its goals.
- Section 3. Bi-annual dues:* The Board of Directors will establish the amount of bi-annual dues and the amount of lifetime memberships. Dues will cover all interested members in a household. Bi-annual dues will be payable by the end of the fiscal year, the last day of February. The Membership Committee chair shall maintain a list of active members. Members who do not pay their dues by the last day of February of the year that membership expires shall be dropped from membership in the Society. A member's voting rights are suspended during the period of time when dues are in arrears.

ARTICLE III Board of Directors

- Section 1. Board membership, officers, role, and compensation:* The Board of Directors shall consist of the officers of the Society, the immediate past President, the NSLS Newsletter Editor and three additional at-large directors.
- Officers shall be a President, a Vice President, a Secretary, and a Treasurer. The Board of Directors shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Society.
- No member shall hold more than one Society office at a time except in an interim "acting" role to fill an unanticipated vacancy until the next election.
- The Board of Directors receives no compensation other than reasonable expenses.
- Section 2. Terms:* The four officers shall serve for two years with the option to serve for one additional consecutive term. The directors shall serve for three years with the option

to serve for one additional consecutive term. The officers and directors may serve again in the same office after a break in service or in any other board position immediately after their terms conclude. The immediate past President shall serve until succeeded by a new immediate past President. The NSLS Newsletter Editor shall serve for three years with no limit on the number of consecutive terms served. The term of office begins upon adjournment of the annual meeting at which officers and at-large directors are elected. For purposes of determining eligibility to continue office, an officer who has served more than twelve months is considered to have served a full term. Similarly, a director who has served more than 24 months is considered to have served a full term.

Section 3. Board Elections: The officers, at-large directors and the Newsletter Editor shall be elected or re-elected by voting members at the annual meeting. Voting shall be by ballot, and election will be by a simple majority of the current paid membership present at the annual meeting. In the event there is only one candidate for one or more of the offices, a motion may be made to dispense with balloting and for election of the candidate(s) presented by the Nominating Committee by acclamation.

Section 4. Nominating Committee: Prior to the March annual meeting, a Nominating Committee of not less than two members shall be appointed by the President. The committee shall include and be chaired by the immediate past President if available. If the past President is not available, then the committee shall be chaired by a person appointed by the President. It shall be the duty of this committee to nominate a candidate for each position to be filled at the annual meeting in March: the four officers, the Newsletter Editor and up to three additional at-large directors. At the annual meeting, before the nominations close, nominations from the floor shall be permitted. Nominees whose names are presented from the floor must have given their prior consent to be nominated, whether present or not.

Section 5. Meetings and quorum: The Board of Directors shall meet at least once in a calendar year, at an agreed upon location and time. Additional meetings may be called by the President or by one-third of the Board. An official meeting requires that each Board member have notice at least one week in advance. Notice may be provided in writing, by telephone, or by electronic means. Attendance at the meeting constitutes a waiver of the requirement for one week's notice. A quorum consists of 50% of the Board of Directors membership.

Section 6. Vacancies: Society offices which become vacant mid-term shall be filled by appointment of the President with the approval of the Board of Directors. Should the President's office become vacant, the Vice President will assume the presidency until the next annual meeting.

Section 7. Duties: The duties of the officers and Board of Directors:

- The Board of Directors shall have the power to act when necessary between meetings of the Society.

- The Board of Directors shall prepare an annual budget for approval at the annual business meeting.
- The Board of Directors may approve expenditures less than \$1,500 and budgeted expenditures of any amount. Unbudgeted expenditures greater than \$1,500 shall be approved by the membership at an official meeting.
- The President shall preside over all meetings, direct all official business, and have general supervision of all affairs of the organization. The President shall call and preside at all meetings of the members and Board of Directors. The President shall call special meetings as necessary. The President will call for an audit of the financial records of the Society at least once every two years or when a new treasurer is elected. The President will be an authorized signer of checks.
- The Vice-President shall assist the President and preside over matters of the Society in the temporary absence of the President.
- The Secretary shall maintain minutes of general membership meetings of the Society, Board meetings and the records of the Society during the Secretary's term. The Secretary shall provide a copy of these minutes promptly to the Board. The Secretary shall handle any correspondence of the organization as requested.
- The Treasurer shall be responsible for the Society's fiscal affairs, including receipts, disbursements and records. The Treasurer shall make an annual fiscal report at the March annual meeting. For unbudgeted expenses greater than \$500, the signature of both the Treasurer and the President shall be required. Together with the President, the Treasurer shall be responsible for paying all expenses. The Treasurer shall endorse and deposit into NSLS accounts all checks payable to the organization and all monies of the organization.

Section 8. Resignation and termination: Resignation from the Board of Directors must be in writing and received by the President or Secretary. A Board member may be terminated from the Board by a three-fourths vote of the remaining Board members.

ARTICLE IV Meetings of Members

Section 1. Annual meeting: The annual meeting of the Society shall be held in March each year. The Board of Directors shall designate the specific date, time, and location of the annual meeting. The annual meeting shall be for the purpose of electing officers and at-large Board of Directors members, receiving reports of officers and committees, and for any other business that may arise.

Section 2. Regular meetings: There are no other meetings of the membership for NSLS business purposes beyond the annual meeting. Meetings for educational purposes at various times of year may be held

Section 3. Special meetings: Special meetings of the membership may be called by the President, a majority of the Board of Directors, or a number equivalent to fifteen

percent of the current paid membership of the Society. The purpose of the meeting shall be stated in the notice.

Section 4. Notice of meetings: An official meeting requires that each member have notice at least fifteen days in advance, except in cases of emergency. Notice may be provided in writing, by telephone, or by electronic means. A member's attendance at the meeting constitutes a waiver of the requirement for fifteen days' notice.

Section 5. Quorum: The quorum for a meeting of members shall be the equivalent of fifteen percent of the current paid membership, as of the date of the meeting.

Section 6. Voting: All issues to be voted on shall be decided by a simple majority of the current paid membership present at the meeting in which the vote takes place.

ARTICLE V Committees

All committees are appointed by the President with the approval of the Board of Directors. Committees shall be set up to carry out the functions of the Society.

ARTICLE VI 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 consistent with these bylaws and any special rules of order the Society may adopt.

ARTICLE VII Amendment of Bylaws

These bylaws may be amended at any regular or special meeting of the Society by a two-thirds vote of the current paid membership present at the meeting, provided that the proposed amendment has been distributed to the membership at least fifteen days prior to the meeting. The bylaws shall be changed to incorporate such approved amendments and the date of the change will be included.

Article VIII Fiscal Year

The fiscal year of NSLS shall extend from March 1 through the last day of February.
Adopted, _____, February 27, 2012
Revised _____, April 1, 2018
Revised _____, March 30, 2019