

# **Bylaws of Minnesota Peony Society**

## **ARTICLE I - NAME & ORGANIZATION**

- Section 1: The name of this organization shall be "Minnesota Peony Society" (herein known as MPS).
- Section 2: MPS is organized as a not-for-profit horticulture society. No part of any net earnings shall be incurred to the benefit of any Member, Director, or Officer. The assets shall only be used to promote MPS purposes as described.

## **ARTICLE II - NON-DISCRIMINATION**

- Section 1: Notwithstanding any provisions of these Bylaws, MPS shall not discriminate against any Member, Director, or Officer on the basis of race, color, national origin, religion, sex, gender identity, gender expression, sexual orientation, disability, age, marital status, family/parental status, or political beliefs.

## **ARTICLE III - PURPOSE**

- Section 1: MPS is organized exclusively for educational and scientific purposes to promote, encourage and foster the development and improvement of the genus *Paeonia* and public interest therein. MPS recognizes the American Peony Society as the International Cultivar Registration Authority (ICRA) for the genus *Paeonia*. The objectives of MPS shall be:
- 1.1 To promote interest in the growing of peonies, with educational programs and literature as appropriate.
  - 1.2 Provide a forum for the exchange of information on the growing of peonies.

## **ARTICLE IV - MEMBERSHIP AND DUES**

- Section 1: MPS shall not limit the number of members.
- Section 2: Membership shall be individual or household with dues being determined by the board of directors. A household membership includes those living at a single address.
- Section 3: Any individual or household is eligible for membership if they:
- 3.1 Have an active interest in peonies and agree to uphold MPS purposes.
  - 3.2 Pay the required dues.
- Section 4: Calendar year is from January 1 through December 31. Dues shall be payable by December 31 for the following calendar year. Failure to pay dues shall be a reason to drop the individual or household from membership.
- Section 5: Application shall be made to the Membership Secretary, accompanied by payment of the required fees.

## **ARTICLE V - MEETINGS**

- Section 1: An annual meeting of the membership shall be held once each calendar year in the fall for the purpose of electing directors and officers and for the transaction of such other business as may properly come before the membership.
- Section 2: An additional event is held for the purpose of a public display of peonies (Peony Show) and shall be subject to the availability of show flowers and/or member participation.
- Section 3: Special meetings of the membership may be called by the president or a majority of the board of directors.
- Section 4: The Board of Directors shall meet quarterly at a minimum. The President may call additional board meetings, as necessary.
- Section 5: A quorum shall not be set. All business matters shall be decided though a vote by a simple majority of the present membership at any duly announced meeting.
- Section 6: Each membership in good standing shall have one vote on all matters brought up during MPS business meetings.

## **ARTICLE VI - BOARD OF DIRECTORS**

- Section 1: The Board of Directors (herein known as BOD) shall consist of five (5) elected officers and up to three (3) additional elected directors. In addition, the immediate past President shall be a non-voting ex-officio member of the BOD for one (1) year. The BOD shall have power to act, when necessary, between meetings.
- 1.1 The President shall preside over all meetings and direct all official business. The President only votes in a situation of tied votes. MPS offices which become vacant shall be filled by appointment of the president until next general election at the fall meeting.

- 1.2 The Vice President shall assist the President and preside over matters in the absence of the President. The Vice President shall also provide a program schedule for the year.
- 1.3 The Recording Secretary shall maintain minutes of regular membership meetings and board meetings and report these minutes to the board within two (2) weeks.
- 1.4 The Treasurer shall be responsible for fiscal affairs, including banking accounts, receipts, disbursements, and records. The Treasurer shall provide an annual fiscal report and an estimated budget for the next calendar year. A member of the Minnesota Peony Society, appointed by the President, will audit the financial records on an annual basis. The Treasurer also serves as Membership Secretary and maintains all records of active membership.
- 1.5 The Newsletter Editor, via printed and/or electronic media, shall provide for notice of meetings, publish the summary of membership events, annual meeting minutes and articles of interest to meet the objectives of MPS.
- 1.6 Directors, along with officers, decide on financial spending, scheduling events and other business that meets the stated objectives through means of a simple majority of the board.
- 1.7 The immediate past President shall aid the president and the board of directors as requested and assist in the transition of the incoming board.

Section 2: The nominating committee shall consist of a minimum of three members appointed by the President. Prior to the annual meeting, it shall be the duty of this committee to nominate a candidate for each position to be filled. Nominees must have given their prior consent. The BOD, by majority vote, must approve the recommended slate prior to presenting it to the membership for vote. If more candidates than positions are available, the election will be held by ballot. Elections shall be by simple majority of members in attendance at the annual meeting.

Section 3: A term of office shall be two (2) consecutive years. An officer or director shall be eligible for three (3) consecutive terms, as long as the member remains in good standing, accepts the additional term, and is elected by the BOD before each successive term. After fulfilling three (3) consecutive terms, the member shall not be eligible for an elected position until one (1) term has elapsed with the exception of Treasurer who will be allowed additional continuous terms upon approval of the annual audit of the books. The Newsletter Editor will have no term limits.

Section 4: Director positions should be filled by staggered elections to prevent all elected members vacating at the end of any term.

Section 5: Resignation from the BOD must be in writing and received by all other members of the BOD.

Section 6: An officer or director may be removed from office by majority vote of the remaining BOD for failure to perform the duties of the office as prescribed by these bylaws.

## **ARTICLE VII - COMMITTEES**

Section 1: The President, with the approval of the BOD, may assign committees with committee chairs to conduct the functions of MPS. Committee chairs are member volunteers approved by the board and shall serve with no term limits as long as chairperson continues to uphold MPS purpose.

## **ARTICLE VIII - RULES OF ORDER**

Section 1: The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern in all cases to which they are applicable and in which they are consistent with these bylaws and any special rules of order MPS may adopt.

## **ARTICLE IX - AMENDMENTS**

Section 1: The Bylaws may be amended and changes dated at any regular meeting by a simple majority of members present.

Section 2: The membership must be notified by written or electronic notice of the proposed amendment(s) not less than thirty (30) days prior to the vote to amend.

## **ARTICLE X – DISSOLUTION**

Section 1: A notice of at least three (3) months by the BOD to the membership and a 2/3 vote by the membership can dissolve this society.

Section 2: In the event of dissolution of the Minnesota Peony Society, the BOD shall, after paying and making provisions for the payment of all liabilities, distribute all the assets of the society over to the American Peony Society which has been recognized as a 501(c)(5) organization by the Internal Revenue Service.