

# **By Laws of the Wisconsin Daylily Society, INC**

## **Article I**

NAME: The name of the organization shall be the Wisconsin Daylily Society Incorporated.

## **Article II**

PURPOSE: The Wisconsin Daylily Society, Inc is a 501(c)(3) nonprofit educational organization supporting the enjoyment, awareness and propagation of the genus, Hemerocallis, by all suitable and appropriate means.

## **Article III**

SOCIETY MEMBERSHIP: Members shall be in good and full standing upon payment of annual dues. Dues are paid on a calendar year basis. Classes of membership are: Individual, Family and Business.

## **Article IV**

DUES: The annual dues shall be recommended by the Board of Directors subject to ratification by a majority of members at the annual meeting of the society.

## **Article V**

MEETINGS: An Annual Meeting shall be held in the fall for the purpose of electing members of the board, to receive committee reports, and conduct the business of the Society. Written notice of the Annual Meeting shall be sent to all members in good standing at least ten days prior to the meeting.

## **Article VI**

BOARD OF DIRECTORS:

- A. Membership: Individuals from any class of membership can be elected to the Board. There shall be eight members on the Board of Directors each serving two year terms effective beginning the first board meeting after the Annual Meeting. Four members shall be elected in the even-numbered years and four in the odd-numbered years. A member may be elected to serve only two consecutive terms.
- B. Powers: The business of the Society shall be under the control and management of the Board of Directors.
- C. Meetings: Board meetings shall be held at the discretion of the President of the Board. Special meetings of the Board may be called by the President or by notice of any three directors.
- D. Quorum: A majority of elected Board members is required to constitute a quorum for transaction of business. All Board action requires approval by the majority of elected members.

- E. Removal from the Board: The Board may act to remove any individual Director from office with cause or for unexcused absence from three consecutive Director's meetings without acceptable reason.
- F. Vacancies: Vacancies on the Board of Directors shall be filled by action of the remaining Directors with the term of the appointment limited to that of the Director being replaced.
- G. Executive Committee: The elected officers of the Society shall constitute the Executive Committee. The Board may assign specific duties to the Executive Committee.

## **Article VII**

**OFFICERS:** The officers of the Society shall be the President, Vice President, Secretary, and Treasurer, who shall be elected by the members of the Board of Directors at the first board meeting following the Annual Meeting of the Society. -The principal duties of each office are:

**PRESIDENT:** The President may call and shall preside at meetings of members and of the Board of Directors. The President shall appoint, subject to approval of the Board, any committees and chairpersons necessary to conduct the business of the Society and sit as ex officio member of all committees. The President shall be the chief executive officer of the Society, will have general active management of the business of the Society, will see that all orders and resolutions are carried into effect, and will have general power and duties of supervision and management usually vested in the office of President.

**VICE PRESIDENT:** The Vice President shall assume all the duties of the President when the President is unable to perform.

**SECRETARY:** The Secretary shall keep the minutes of the Board meetings and the Annual Meeting, and shall assist Committee Chairs, as needed, with publicity for the Society's events. The Secretary shall archive the Society records.

**TREASURER:** The Treasurer shall accept all contributions, dues and other monies collected by the Society, pay bills of the organization and upon approval of the Board of Directors, keep an accurate record of and document all receipts. An annual audit of Wisconsin Daylily Society finances will be conducted. A report is to be given at each Board Meeting and an annual financial report is presented at the Annual Meeting of the Society.

## **Article VIII**

**COMMITTEES:**

- A. Nominating: The President shall appoint a Nominating Committee and its chair. The Committee shall consist of one member of the Board and at least one member of the Society at large. The Committee shall submit the slate of

Directors up for reelection at the Annual Meeting of the Society. Nominations for the Board may also be made from the floor at the Annual Meeting.

- B. Other Committees: The Board shall appoint committees that meet the needs of the Society. The chairs of these committees shall be responsible to recruit members of the Society to serve on their respective committees and report to the Board, as needed.

## **Article IX**

AMENDMENTS: These By Laws may be amended by a two-third vote of the those members at the annual Meeting of the Society provide the amendment(s) has/have been previously reviewed and approved at a meeting of the Board of Directors and at least ten days advance written notice of the amendment(s) has been given the membership.

## **Article X**

DISRUPTIVE MEMBER CLAUSE: The Wisconsin Daylily Society Board of Directors, on majority vote, can elect to deny membership to, or rescind a membership from, an individual who displays an enduring pattern of disruptive behavior that affects any club member or club program/event or the peaceful operation of the Society. "Enduring pattern" is defined as chronic, repetitive, and/or persistent in nature and is used to differentiate from a single incident of disruptive behavior. Examples of disruptive behavior include but are not limited to:

- Threatening, foul, or abusive language
- Exhibiting uncontrolled anger
- Engaging in public displays of temper (badgering, belittling, berating)
- Displays of hostility
- Inappropriate or unwanted physical contact
- Threats of physical harm
- Stalking or intimidation, either electronically, or in person
- Sexual harassment

1. Offensive behavior must be reported/presented to any acting board member.
2. A discussion with the board will be had at the next board meeting.
3. The board will determine actions that need to be taken within 30 days of the board meeting.
4. Offender will be notified in writing of determination which may include a member being asked to correct their behavior, or depending on severity of actions, possible forfeiture of membership and rights.
5. Notation of this action will be recorded in the Minutes of the next Board of Directors Meeting.

## **Article XI**

**DISSOLUTION CLAUSE:** The property and assets of the Wisconsin Daylily Society are irrevocably dedicated to educational, charitable, and scientific purposes. Upon final dissolution of this organization, all physical assets (computers, printers, power cords, power strips, office supplies, daylily dividers, coolers, totes, coffee urns, etc) shall be sold and the monies pooled with the Wisconsin Daylily Society funds remaining in banks, credit unions, or financial vehicles (CD's, Money Markets, etc). After settlement of any and all outstanding financial obligations of the WDS, all money assets will then be distributed as follows as long as these entities are also considered, under Federal Law, to be tax-exempt non-profit organizations:

- 10% to the American Hemerocallis/Daylily Society (AHS/ADS)
- 50% to AHS/ADS Region 2
- 10% to West Madison Agricultural Research Station
- 10% to Allen Centennial Garden
- 10% to Olbrich Botanical gardens
- 10% to Janesville Rotary Gardens

If need be, other tax-exempt non-profit groups dedicated to the promotion of horticulture, and in particular the daylily, may be the recipient of funds.

The Wisconsin Daylily Society Treasurer, or other appointee, will file a formal notice of the club's intent to close a Section 501(c)(3) non-profit organization with the state of Wisconsin (usually the Secretary of State's office). This person will also submit a final 990 tax return form with the IRS within 4 months and 15 days of the termination of the society.

Approved at the Annual Meeting on October 27, 2018