



BAYARD CUTTING ARBORETUM HORTICULTURAL SOCIETY

BY-LAWS Revised 10/2016

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ARBORETUM HORTICULTURAL SOCIETY BY-LAWS

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ARTICLE I

NAME

The name of this not-for profit charitable corporation shall be the **BAYARD CUTTING ARBORETUM HORTICULTURAL SOCIETY, INC.**, hereinafter referred to as the "Society".

ARTICLE II

Objectives & Purposes

- A.** To develop educational programs, research projects, and programs that will increase the knowledge and expertise of our members. This will be accomplished through meetings, conferences, seminars, research activities, publication of newsletters and journals, production of multi-media presentations and tour programs to centers of horticultural interest.
- B.** To develop lecture demonstrations and participation programs for the general public to assist them in becoming aware of gardening methods, the importance of environmental preservation and the deeper appreciation of the plantings at the Bayard Cutting Arboretum and in the community.
- C.** To institute, encourage and promote programs and activities to achieve the goal of greater and more effective utilization of the Bayard Cutting Arboretum as a horticultural study center, thereby better serving the community.
- D.** To service as ombudsman for the people of the State of New York in seeing that the Bayard Cutting Arboretum is utilized wisely and its development directed toward the perpetuation of the Arboretum and the interests of the people.
- E.** To work for adequate and equitable funding for maintenance and improvements of the Bayard Cutting Arboretum.
- F.** To foster and develop liaisons with other horticultural, environmental and gardening associations – local, regional, national and international – concerned with dissemination and exchange of information, research, plant material and environmental information.

G. To abide by our motto, “***Awareness through Education – Responsibility through Involvement***”

ARTICLE III

MEMBERS

Section 3.1: Voting Members

A voting member shall be any that subscribes to and actively supports the goals of the Society as contained in this document and other Society publications. The payment of dues is a pre-requisite for membership.

Section 3.2: Fellow of the Society:

The highest honor the Society can bestow is election to and conferment of a class of membership called “Fellow of the Society”. This is a lifetime membership not subject to payment of dues, and in recognition of outstanding service to the Bayard Cutting Arboretum, the community and/or the Society. This class of membership can be conferred only upon the resolution of a member of the Board of Directors and with a majority approval of the Board. Nominations may be submitted by the General Membership to the Board through the Recording Secretary.

Section 3.3 “Bayard of the Society”

This class of lifetime membership is awarded by the Board of Directors to any person in recognition of a valued (financial and/or material) contribution to the Society. Inactive “Bayard’s” cannot hold office.

Section 3.4: Suspension

Any voting member whose dues are ninety (90) days late shall be suspended from the membership upon notification to that member by the First Vice President. All rights, privileges and honors of membership shall be revoked. Reinstatement will occur upon payment of back dues.

Section 3.5: Revocation of Membership or Position

- a. **Termination:** Any voting member can be terminated only upon the majority passage of Resolution of Charges, to be voted upon by the Board of Directors and sent to the full membership for debate and on by the majority of the membership present – plus, one vote. Subject shall be immediately and formally notified of the Resolution of Charges.
- b. **Grounds for Termination:** Serious violation and mismanagement of the Society’s funds and name are grounds for immediate termination of any individual’s members. An auditor’s report, with verified confirmations of violations and management, will be the grounds for dismissal. The Society has the option to pursue criminal action where and whenever necessary to protect its property and funds.

Section 3.6: Forfeiture of Position:

Officers, Board Members and Committee Heads who consecutively miss three (3) meetings (Board or General) without notifying the President surrender position. Neglecting of duties without valid reason is the bases and should be the premise of any such action of forfeiture. Any person missing two (2) consecutive meetings (Board or General) without notification of reason will be formally notified by the Recording Secretary/Corresponding Secretary of possible forfeiture. This action does not mean loss of membership.

Section 3.7: Resignation

A Board Member may resign at any time from the Board by filing a written resignation to the Board President.

ARTICLE IV

Dues

Section 4.1: Annual Dues

All members shall pay annual dues, except those indicated in Section 3.2 and 3.3. The amount of dues shall be approved by a majority vote of the Board of Directors.

Section 4.2: Membership Year

The calendar year for membership shall extend from January 1st through December 31st.

Section 4.3: Extended Membership

New member paying dues after September 1st are considered members paid in full through the coming membership year beginning January 1st.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1 Policy Making Body

The policy making body of the Society shall be known as the Board of Directors ("the Board").

Section 5.2 Duties

The Board shall have supervision, control and direction of all the affairs of the Society within the limits established by the By-Laws. The Board shall adopt rules and regulations for the conduct of its business, as it shall deem advisable and shall appoint agents to conduct its business.

- **Composition:** The Board should consist of an odd number of individuals and not be less than seven (7) members or more than fifteen (15) members as follows:

VOTING MEMBERS:

- All elected Officers
- Treasurer
- All Committee Chairpersons appointed by the President
- Five (5) members elected at large
- Immediate Past President

NON-VOTING MEMBERS:

- The Director of the Bayard Cutting Arboretum and the Assistant Director of the Bayard Cutting Arboretum are ex-officio members of the Society Board of Directors. They are entitled to vote at the general membership meetings of the Society, if they become dues paying members.

- **Duration of Office:** Each term of office unless otherwise specified shall be one (1) year. All appointed standing committee chairpersons shall serve during their one year committee chairpersonship with the right to continue to serve if reappointed. The Members at Large elected are to hold office for two (2) year terms. Two (2) members will be elected in even years and three (3) members will be elected in odd years.
- **Compensation:** No members of the Board of Directors shall receive compensation from the corporation for services rendered to the Society pursuant to the Not-For-Profit Corporation Law of New York
- **Meeting:** Unless needed, the Board shall meet monthly, unless it is not required.

ARTICLE VI

OFFICERS AND THEIR DUTIES

Section 6.1: Titles:

The officers of the Society shall be President, First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary, and Treasurer. Officers shall be members in good standing, nominations shall be held at the October General Meeting, elections will be held at the November General Meeting and the Installation of Officers will be held at the December Holiday Party.

Section 6.2: Election, Qualification and Term of Office

All officers of the Board shall be members in good standing. All officers, with the exception of the Treasurer, will be sworn in at the Holiday Party held in December and shall serve for one (1) year, with no one person serving more than two consecutive terms. Term of office commences January 1st and ends, December 31st of each year. The President must have served at least one (1) year in any elected position on the Board of Directors prior to running for office.

Section 6.3: Removal from Office

An officer or member of the Board of Directors shall be removed from office by a two-third (2/3) vote of membership as a whole, present and voting, and only after a petition for the removal has been signed by twelve (12%) percent of the members in good standing. Subject person shall receive formal written notice of petition immediately. Forfeiture shall not be considered as a removal from office but a vacancy and handled according (Section 4 below).

Section 6.4: Vacancies

If for any reason a vacancy occurs in an office other than the President, any elected member of the Board may be chosen by the President and confirmed by the Board to fill the vacancy. A vacancy in the office of the President shall be filled by the First Vice President.

Section 6.5: President

The President shall preside at all meetings and shall appoint Committee Chairmen. The President is an ex-officio member of all committees (except the Nomination Committee) and the signature of the President shall appear on all final records and drafts. The President will be informed of all meetings and/or reports schedule and/or cancelled avoiding any possible conflicting calendar of events. The President or his/her designated alternate shall act as liaison for all external matters not in conflict or violation with these By-Laws.

Section 6.6: First Vice President

It shall be the responsibility of the First Vice President to assume the duties of the President in his/her absence. The First Vice President shall be responsible for the membership committee, attendance (sign in) log, nametags at meetings; introduction of new members at meetings and membership drive in cooperation with the Second Vice President.

Section 6.7: Second Vice President

The second Vice President shall be responsible for the presentation of the Society and its activities to the community via media, public exhibitions and programs formulated by the Board. He/she will work closely with the Education Committee, and Membership Committees.

Section 6.8: Treasurer

The Treasurer will have charge and custody of and be responsible for all funds, securities and financial records and reports of the Society. The Treasurer shall sign all financial records, drafts and warrants, and all documents relating to the financial aspects of the Society. A printed financial report is to be presented to the general membership at the end of each fiscal year by the Treasurer.

Section 6.9: Recording Secretary

The Recording Secretary shall be the custodian of all records and the seal of the Society. The Recording Secretary shall keep a complete journal of all the minutes of all meetings and shall perform other such duties that are from time to time assigned to him/her by the President and the Board. The Recording Secretary will be the keeper of

the Society's office copy "Roberts Rules of Order" and will be called upon to make interpretations when necessary.

Section 6.10: Corresponding Secretary

The Corresponding Secretary shall prepare and disperse all official correspondence for the Society and shall maintain an official correspondence file.

Section 6.11: Immediate Past President

The Immediate Past President shall serve as an advisor to the Society and assist the current President.

ARTICLE VII MEETINGS

Section 7.1: Annual Meeting

The annual meeting of the Society shall be held the second Wednesday in December and such place as the Board of Directors shall determine. This meeting shall be for the installation of officers and other major business.

Section 7.2: Regular Meeting

The Society shall meet regularly (once a month except for July and August) at a time and place, as the Board shall determine. An educational program should be emphasized for the event to include a guest speaker, possible mini educational session and brief opening business session. A quorum at a meeting shall constitute fifteen (15) or more members.

Section 7.3: Board of Directors Meeting

The Board of Directors must meet a minimum of seven times a year (full business meetings) but its meetings shall be held on a different day other than the Regular Meetings. The Board will determine the date, time and place of this meeting. A quorum constitutes forty percent (40%) or more of the Board voting members.

Section 7.4: Parliamentary Guide

The latest published and released edition of "Roberts Rules of Order" shall be the official parliamentary guide for the sessions of any meetings where business is conducted, when not in conflict with the By-Laws. The Recording Secretary will be the officer responsible for maintaining the Society's office copy.

Section 7.5: Proxy Voting

Proxy voting, including voting by email shall be permitted in the conduct of business.

Section 7.6: Number of Votes

No individual shall be entitled to cast more than one vote on any one issue, at any meeting regardless of the number of offices or chairpersonships held.

ARTICLE VIII

Committees

Section 8.1: Appointment

The President shall appoint the chairmen of all committees unless otherwise stated in these By-Laws. He/she shall also have the authority to dissolve any committee, (except for the Standing Committees designated in Section 8.2), reappoint new members and realign committee objectives in the best interest of the Society.

Section 8.2: Standing Committees

Each Standing Committee shall consist of a Chairperson (and Co-Chairperson, if desired) appointed by the President and members appointed by the Chairperson and/or the President. The Standing Committees are as follows:

- a. Program Committee** shall develop the monthly program of events for the regular monthly meeting of the Society. The Chairperson will coordinate details of each program with the designated monthly program chairperson (alternate) assuring an interesting, informative and complete schedule.
- b. Education Committee** shall with the greatest possible creativity; relevancy and innovation develop a total education program in keeping with the objectives of the Society as set forth in Article II of these By-Laws.
- c. Publication Committee** is charged with the publication of all electronic communication of the Society. The Webmaster shall maintain the Society's official online media. He/she shall work closely with Board Members to ensure the content best represents the activities of the Society and is updated in a timely manner.
- d. Social Committee** is charged with the coordination of all social events and dinners, the officers' installation and any other events recognized as social and authorized by the membership. The Social Committee will assist the Hospitality Committee whose primary job is preparation of refreshments for the monthly meetings, whenever necessary. The Social Committee will include a Volunteer Coordinator.

Section 8.3: Temporary Committees

Temporary Committees shall be formed when necessary at the request of the President or the majority vote of the membership at any regular meeting or Board of Directors Meeting.

Section 8.4: Chairpersons

Chairpersons of Standing Committees shall serve one (1) year terms, subject to reappointment at the end of each year. No Chairperson shall hold the chair for more than two consecutive terms on any committee, or until a replacement is found. Chairpersons of temporary committees shall serve for the duration of the existence of the Committees for one year, whichever is less.

Section 8.5: Committee Reports

Each committee will submit a financial report to the general membership upon the completion of the committee's activity. The written report will be filed with the committee's project folder and a copy of the report is to be submitted to the Treasurer. The Treasurer will be kept informed of all expenditures of funds by any committee and verify all expenses.

ARTICLE IX NOMINATIONS

Section 9.1: Nominations

- a. A nominating committee shall be organized each year. The committee shall be composed of two Board Members and three (3) voting members that held no elected office. The two Board members shall be selected by the President with the confirmation of the Board and the three (3) voting member shall be nominated from the floor at a regular meeting and shall be voted upon by the membership present at the time of voting. This Committee shall caucus at least three months before the elections to draw a list of candidates.
- b. Nominations will be accepted from the floor at a General Meeting. Nominee must have consented to the nomination prior to the motion to accept.
- c. All members nominated by the Committee must accept the nomination prior to the Annual meeting, if they are to stand for election.
- d. The President may submit suggestions to the committee, but may not be a member of the Committee.

ARTICLE X APPROPRIATIONS AND EXPENDITURES

Section 10.1: Annual Audit

Yearly, the President will appoint an Auditor, confirmed by the Board, who shall be responsible for reviewing the financial records of the Society, Board and any other funds associated in any way with the Society. The Auditor will present a report to the Board.

Section 10.2: *Financial Committee*

The Finance Committee shall be composed of the Treasurer, as Chairman, the First Vice-President, the President, and one (1) member appointed by the President with the approval of the Board of Directors.

Section 10.3: *Expenditure of Funds*

The power to appropriate and expend Society funds is vested solely in the Board of Directors or its authorized agents.

Section 10.4: *Society Funds*

No individual may, at any time, withhold or expend Society funds without authorization of the Board of Directors or, in the case of urgent need, by the authority of the finance Committee.

Section 10.5: *Financial Reserves*

The Society shall maintain financial reserves equivalent to one (1) years' operating budget in a savings account and/or checking account, whichever yields a better return.

Section 10.6: *Society Checking Account*

A checking account shall be opened at a bank in the name of Bayard Cutting Arboretum Horticultural Society. The signatures of the President, Recording Secretary and Treasurer are to be placed on file and any one of these shall be required.

ARTICLE XI

REVISIONS AND AMENDMENTS

The By-Laws shall be the guiding roles of the Society.

Section 11.1: *Ratification*

The By-Laws shall be ratified by a two-thirds vote of the members present and voting at a general meeting of the Society.

Section 11.2: *Amendments*

The By-Laws may be amended by an affirmative vote of not less than two-thirds of the members present and voting at a general meeting. Proposed amendments must be formally presented to the membership sixty (60) days' notice prior to voting. The Newsletter may be used as the communicating instrument.

Any member may submit a written proposal for an amendment to the By-Laws to the Recording Secretary for presentation to the Board of Directors at their next scheduled meeting. Majority vote of the Board Members, present and voting, is necessary for submission to the general membership at the next regular meeting.

ARTICLE XII ***RESTRICTED ACTIVITIES AND DISSOLUTION***

Section 12.1: *Inurement of Income*

No part of the earnings of the Society shall inure to the benefit of or be distributed to its members, trustee, officers, or other private persons, except that the Society shall be authorized and empowered to reimburse expenses.

Section 12.2: *Operation Limitations*

- A.** No activities of the Society shall be used for propaganda, or attempts to influence legislation and the Society shall not participate in, or intervene in (including the publishing of or distribution of statements) any political campaign on behalf of any candidate for public office.

- B.** Notwithstanding any other provisions of these articles the Society shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax or by a corporation, contributions to which are deductible under the Internal Revenue Code.

Section 12.3: *Dissolution Clause*

Upon the dissolution of the Society, the Board of Directors shall, after paying or making provisions for payment of all the liabilities of the corporation, dispose of the assets of the Society by donating same to the Bayard Cutting Arboretum.

Section 12.4: *Record Access*

Access to the records of the Society by any member in good standing is permitted provided ten (10) days written notice is submitted to the President.