

*Logo Cover page & table of contents to be inserted once document is approved by the members.*

*Additions to the 2012 Constitution are in red. Changes are in blue.*

## **CONSTITUTION AND BYLAWS OF THE INTERNATIONAL PLANT PROPAGATORS' SOCIETY, INC. EASTERN REGION**

The IPPS Eastern Region (hereafter referred to as “IPPS-ER”) is incorporated and established under Articles of Incorporation approved by the State of Indiana in 1966. The constitution and bylaws of IPPS-ER define the structure of the organization as well as broad policies that help ensure its legal, effective and fair roles and functions. IPPS-ER works in conjunction with and conforms to the constitution and bylaws of the international organization (IPPS). The IPPS-ER Constitution and Bylaws can only be changed by a majority vote of the members, as specified in the Constitution and Bylaws.

The IPPS-ER Operations Manual was developed in 2017 to update and streamline the Policy Manual. Its purpose is to provide specific guidelines for the responsibilities and duties of IPPS-ER officers and committees in accordance with the IPPS-ER Constitution and Bylaws. The Operations Manual can be changed by the Executive Secretary-Treasurer with the approval of a majority of the Executive Committee of IPPS-ER.

### **Article 1 – NAME**

- 1.1 The name of this organization is the International Plant Propagators' Society, Inc. Eastern Region (hereafter referred to as “IPPS-ER”).
- 1.2 The term for which the IPPS-ER is organized will be perpetual. The U.S. Internal Revenue Service granted the IPPS Eastern Region, as a "scientific and educational organization", exemption from federal income tax under section 501(c)(5) of the Internal Revenue Code.

### **Article 2 – OBJECTIVES**

- 2.1 The mission of the IPPS-ER is to provide a forum for education and information exchange among plant professionals and to provide professional development to members.
- 2.2 The vision statement of the IPPS-ER is to be recognized as the premier resource for ornamental plant production information and education.
- 2.3 The purpose of the IPPS-ER is to promote and encourage area, regional, national and international interest in research and education in plant propagation and production through:
  - a) the sponsorship of an annual conference and area meetings to provide a forum for research reporting, lectures, tours, and discussion on plant propagation and production;

- b) the dissemination of plant propagation and production knowledge through various means, and
- c) the greater recognition of plant propagation and production as a profession

2.4 The motto of the organization is “To Seek and To Share”.

### **Article 3 - MEMBERSHIP**

- 3.1 The Board of Directors will prescribe the procedures for application for membership (including payment of dues) and benefits, privileges, and duties of membership. There is no limit to the number of members. The IPPS-ER is an equal opportunity organization.
- 3.2 Membership will conform with the requirements specified in the Constitution of the International Plant Propagators' Society and to any additional requirements that may be adopted by majority vote of the members of the IPPS-ER.
- 3.3 Any individual with an interest in plant propagation and production is eligible for membership in accordance with policies set by the Board of Directors from time to time. Any person who meets this criterion and pays their annual dues is a voting member.
- 3.4 To fulfill the mission of IPPS-ER as an information exchange, each member is encouraged to contribute by attending and participating in the annual conference and/or area meetings and by sharing plant propagation and production knowledge and expertise freely.
- 3.5 Membership Classification
  - a) Members - any person as described in 3.3.
  - b) Student Members – Non-dues paying, non-voting members for a period of time as determined by the Board of Directors.
- 3.6 The membership year for voting members is a 12-month period as determined by the Board of Directors. Membership in the IPPS-ER will continue until terminated by failure to pay the annual dues.

### **Article 4 - RIGHTS AND PRIVILEGES**

- 4.1 Members of the IPPS-ER will be entitled to the following rights and privileges, subject to conditions currently in force:
  - a) To receive publications distributed by the IPPS-ER.
  - b) To have access to the members' portion of the IPPS website.
  - c) To have access to the online IPPS Proceedings.
  - d) To attend meetings and conferences arranged by the IPPS-ER at a discounted rate.
  - e) To attend and vote at all annual general meetings and special meetings of the IPPS-ER.
  - f) To raise matters for discussion at annual general meetings of the IPPS-ER.

- g) To nominate candidates for service on the Board of Directors of the IPPS-ER.
- h) To hold elected office in the IPPS-ER.
- i) To serve on committees of the IPPS-ER.
- j) To nominate members for recognition.
- k) To vote for Directors to the Board.
- l) To vote on amendments to the Constitution and Bylaws
- m) To vote on policy revisions proposed by the Board of Directors
- n) To choose options for the sharing of private contact information by IPPS-ER.
- o) To receive other privileges as designated by the Board of Directors.

## **Article 5 - BOARD OF DIRECTORS**

- 5.1 The Board of Directors will consist of ten (10) voting members (the Immediate Past President, the President, the First Vice-President, the Second Vice-President, and six (6) Directors) plus two (2) non-voting members, the International Delegate and the Alternate International Delegate. The vote of a majority of the Board of Directors present is necessary for the transaction of any business at scheduled meetings.
- 5.2 The President serves as Chair and the Executive Secretary-Treasurer serves as Secretary of the Board of Directors. In the absence of the President, the First Vice-President will preside. In the absence of the First Vice-President, the Second Vice-President will preside. If all three should be absent, the Board of Directors will elect a Chair from among the members of the Board of Directors who are present.
- 5.3 The Board of Directors has full authority to conduct the affairs of the IPPS-ER subject to the Constitution and Bylaws of the IPPS-ER. The duties of the Board of Directors include, but are not limited to:
  - a) managing the property and affairs of the IPPS-ER;
  - b) authorizing and approving all contracts and expenditures of IPPS-ER;
  - c) determining and carrying out the policies and procedures for IPPS-ER Board, committees, staff and membership;
  - d) prescribing the procedures for application for membership;
  - e) determining the rate of annual dues;
  - f) accepting donations;
  - g) investing and reinvesting funds of the IPPS-ER;
  - h) appointing, filling vacancies and dismissing such directors and employees as the Board of Directors deems necessary or desirable;
  - i) setting a Privacy Policy.

- 5.4.1 The Board of Directors is responsible for the annual general meeting, special business meetings, the annual conference, area meetings and such other convocations of members as appropriate.
- 5.4.2 The Board of Directors will adopt, revise as necessary, and confirm annually the Operations Manual of the IPPS-ER which provides additional details on how the IPPS-ER is to function.
- 5.4.3 All directors will serve without remuneration except reimbursement of Board-approved expenses incurred on behalf of IPPS-ER.

## **Article 6 - BOARD OF DIRECTORS MEETINGS**

- 6.1 Three regular meetings of the Board of Directors will be held each year. Two occur during the annual conference (one prior to and one after the annual general meeting) and the third in February or March. Board members may participate by conference call if unable to attend in person.
- 6.2 A meeting may also be held whenever the President may think necessary or following a request in writing sent to the Executive Secretary-Treasurer and approved by not less than six (6) Board of Directors members stating the purpose for which such a meeting is desired.
- 6.3 Official Board meetings require not less than 30 days' notice together with the particulars of the business to be transacted, from the Executive Secretary-Treasurer, sent to each Board of Directors member. *Removed "in writing"*
- 6.4 Six (6) Board members shall constitute a quorum for Board meetings.

## **Article 7 - OFFICERS**

- 7.1 The President (as Chair), First Vice-President, Second Vice-President, and Immediate Past-President will serve as the officers and constitute the Executive Committee.
- 7.2 All officers serve without remuneration except for reimbursement of Board-approved expenses incurred on behalf of IPPS-ER.
- 7.3 The President and First Vice-President will accede to their positions after having served as First Vice-President and Second Vice-President respectively. Second Vice-President will be elected at the annual general meeting and serve a one (1) year term. All officers can serve no more than two (2) consecutive terms. The term of service for officers begins following the annual general meeting and continues until the end of the next annual general meeting.
- 7.4 **Officers and Executive Committee Roles**

**President** will have the general powers of supervision and management usually vested in the office, subject, however, to the right of the Board of Directors to delegate any specific power(s) to any other officers of the IPPS-ER. The President is responsible for naming and approving Committee Chairs and members and overseeing the operation of the IPPS-ER. The President may appoint any special committee deemed necessary to carry out work for IPPS-ER.

**First Vice-President** performs the duties of the President and other such duties as may be prescribed by the Board of Directors, or as delegated by the President, in the absence of the President.

**Second Vice-President** is nominated by asking for members' nomination suggestions which are submitted to the Nominations Committee for consideration. The Nominations Committee recommends one or more nominations, which are approved by the Board of Directors and elected by the members at the annual general meeting. The individual must have previously served as an IPPS-ER Director for at least three years and be willing and available to proceed to First Vice-President and President in turn.

**Immediate Past President** serves as a member of the Board of Directors and performs such duties as may be prescribed by the Board of Directors or as delegated by the President. The Past President should be willing to consider serving as a candidate to represent the IPPS-ER for two years as the Alternate Delegate on the International IPPS Board.

- 7.5 The Executive Committee has the authority to act on any emergency or urgent matter between regular or special meetings of the Board. The Board is to be notified of these actions *no later than the next Board meeting. ~~No policies may be created by the Executive Committee.~~*
- 7.6 The Executive Committee with the President as chair, serves as the Staff Evaluation Committee to evaluate all paid staff members and contractors. The staff and contractor duties and remuneration are determined by the Board of Directors.

## **Article 8 – DIRECTORS**

- 8.1 The six directors serve as voting members of the Board of Directors and serve on committees as assigned by the President. The term of service for directors begins following the annual general meeting and continues for a three-year term until the end of the annual general meeting. **New directors will be added to the Board each year as directors rotate off the Board.** New directors as well as those leaving the Board will attend the second Board meeting at the Annual Conference. **Directors can serve no more than two (2) consecutive terms.**

## **Article 9 – STAFF**

- 9.1 Staff positions and contractors will be appointed annually by the Board of Directors. Staff members and contractors serve at the discretion of and are responsible directly to the Board of Directors.

## **Article 10 - COMMITTEES**

- 10.1 The Board of Directors may form or dissolve standing committees to carry out specific work or duties for the IPPS-ER. **The duties of the standing committees are defined in the Operations Manual. The year of action for committees extends from one annual general meeting to another.**

- 10.2 Committee members may be appointed from among members of the Board of Directors and at large members of the IPPS-ER.
- 10.3 On approval by the Board of Directors, special committees perform specified duties or assignments on a continuing basis for as long as needed. The President, the Vice-Presidents, or a petition of five (5) or more members may initiate a request to the Board for the establishment of a special committee. A special committee normally continues for several years, or for as long as it serves a needed purpose.
- 10.4 All standing committees will provide a report to the Board of Directors at board meetings twice a year and at the annual general meeting.
- 10.5 Committee members will serve without remuneration except for reimbursement of Board-approved expenses incurred on behalf of IPPS-ER.

#### **Article 11 - INTERNATIONAL AND ALTERNATE INTERNATIONAL DELEGATES**

- 11.1 The Board of Directors will elect an International Delegate and Alternate International Delegate as vacancies occur. The delegates will be selected from IPPS-ER past presidents, preferably having recently held that office, by the Nominating Committee and approved by the Board.
- 11.2 The International Delegate represents the interests of IPPS-ER for two years on the International Board of IPPS as a voting member and solicits concerns and comments from the IPPS-ER Board of Directors on matters to bring to the International Board meetings. The International Delegate is expected to attend and represent IPPS-ER at all International Board meetings including the Annual International Board meeting. The International Delegate will have served previously as the Alternate International Delegate.
- 11.3 The Alternate International Delegate represents the interests of IPPS-ER for two years on the International Board of IPPS as a non-voting member and solicits concerns and comments from the IPPS-ER Board of Directors on matters to bring to the International Board meetings. The Alternate International Delegate is expected to attend and represent IPPS-ER at all International Board meetings including the Annual International Board meeting. The Alternate International Delegate usually becomes the International Delegate at the end of two (2) years. The Alternate International Delegate will serve as the International Delegate in his or her absence.
- 11.4 The Delegates serve as liaison between the IPPS-ER and other regions of IPPS.
- 11.5 The International Delegate and Alternate International Delegate will provide reports on the activities and meetings of the International Board to IPPS-ER Board meetings.

#### **Article 12 - MEETINGS**

- 12.1 Annual General Meetings - There will be an annual general meeting of the members of IPPS-ER during the Annual Conference. The members present at the

annual general meeting of the IPPS-ER will constitute a quorum for the transaction of business.

- 12.2 Special Meetings - Special meetings may be called by the President or the Board of Directors at their discretion, but notification to members will be sent ~~by mail to the last recorded address of each member~~ at least sixty (60) days before the time for the appointed meeting. All notices of meetings will set forth the place, date and time of the meeting and include the purpose of said meeting. No other business other than that specified in the notification will be transacted at any special meeting of the organization. Special meetings may also be called by petition of 50% of all voting members.
- 12.3 The rules of procedure of all meetings of the IPPS-ER are according to Robert's Rules of Order (latest edition), so far as applicable and when not inconsistent with the Constitution and Bylaws. A majority of those present and voting at a meeting may vote to suspend the rules of procedure.
- 12.4 Proxy voting in writing or via electronic submission is permitted.

#### **Article 13 - REVENUE**

- 13.1 The IPPS-ER office will receive all revenue, which consists of but is not limited to membership dues, conference and area meeting registrations and sponsorship support. The IPPS-ER office is the location of responsibility for the IPPS-ER's official records and archives, receipt of mail and electronic communication, maintenance of membership records and financial transactions.
- 13.2 The fiscal year of the IPPS-ER is from July 1 to June 30. The Finance Committee will prepare an annual operating budget for approval by the Board of Directors prior to the end of the fiscal year.
- 13.3 The financial accounts of the IPPS-ER shall be reviewed annually and financial statements prepared according to legal requirements.
- 13.4 Upon the dissolution of the corporation, the Board of Directors will, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as will at the time qualify as an exempt organization or organizations under section 501(C) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors will determine. Any of such assets not so disposed of will be disposed of by the *Superior Court* of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court will determine, which are organized and operated exclusively for such purposes.

#### **Article 14 - AMENDMENTS**



- 14.1 This Constitution and Bylaws can be amended at any annual general meeting or special meeting by a majority vote of the members present and voting, provided such amendment is presented by the Executive Secretary-Treasurer in writing to the members of the organization at least two (2) months prior to the annual general meeting.
- 14.2 No amendment to this Constitution and Bylaws will be valid if such abrogates in any way the constitution or bylaws of the International Plant Propagators' Society Inc. in the judgement of the Board of Directors of the International Plant Propagators' Society Inc.
- 14.3 The Executive Secretary-Treasurer will keep the Constitution and Bylaws revisions updated as approved and so noted at the end of the document.

### **Article 15 – INDEMNITY**

- 15.1 Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
- a) all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability.
  - b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such cost, charges or expenses as are occasioned by his own willful neglect or default.

**AMENDED AND ADOPTED at the Annual General Meeting on September 25, 2018**

Amended and adopted at the Annual General Meeting in October, 2012

[Add previous amendments with dates, as known]