

The Bylaws of the International Aroid Plant Society, Inc.

Approved 9/9/2024

Article I. Name

The name of this organization shall be the International Aroid Plant Society, Inc.

Article II. Mission

The objective of this society shall be to study aroids and to stimulate interest in these plants.

Article III. Society Membership

Section 1. Eligibility

Membership in this society shall be open to any person interested in its mission. All applications for membership shall be deemed accepted unless specifically rejected by the Board of Directors.

Section 2. Dues

Application for membership shall be accompanied by annual dues. Annual dues shall be payable on the first day of the calendar year and are nonrefundable after 60 days. A member who has paid their dues for the current year is considered to be a society member in good standing (also known as a current member). The amount of the dues shall be set by the Board of Directors, subject to approval by a vote of the society members in good standing (see Article III, section 3). Dues shall be delinquent when unpaid after March 1 of the calendar year.

Section 3. Voting by Current Members

For any vote by the society membership, 10 percent of the current members shall constitute a quorum. Voting by members may take place via e-mail using online ballots. Such a vote conducted via e-mail is only valid when at least a minimum number of members to reach a quorum submit their online ballots. Any ballot with fewer than the maximum number of possible votes (including zero votes) will be treated as a valid ballot where the "missing" votes will be counted as active abstentions, and such a submitted ballot will still count toward quorum.

Section 4. Honorary Society Membership

Upon the recommendation of one current member and the approval of the majority of the Board of Directors, honorary membership to the society may be conferred upon an individual who has rendered notable service to the society or who has made outstanding contributions to the study of the family Araceae. An honorary member shall not be required to pay dues to remain a member in good standing but shall be entitled to all the privileges of membership. Such honorary membership shall be continuous unless rescinded by the Board of Directors.

Article IV. Meetings

Section 1. Meetings of Society Members

Meetings of the society shall be held at dates and times determined by the Board of Directors. At least one such meeting should be convened each calendar year. Meetings should be scheduled to accommodate as many society members as possible.

Section 2. Special Meetings

Special meetings may be called by the president, by a majority of the members of the Board of Directors, or by written request of two percent of the members in good standing.

Section 3. Meeting Procedures

Voting shall follow the procedure and criteria described in Article III, section 3.

Meeting minutes shall be taken by the secretary (Article VII, Section 3) or their designee, submitted to the Board of Directors for approval, and then to the newsletter editor for publication in the newsletter. Alternatively, the meeting may be recorded and a link to the recording made available through the society website.

Information about all meetings shall be posted on the society website and other communication venues (e.g., social media) and distributed by email to all members in good standing at least 14 days prior to the meeting. Any meeting of the society may be canceled by a 2/3 vote of the Board of Directors at least 5 days prior to the scheduled meeting date.

Article V. Board of Directors

Section 1. Purpose of the Board

The Board of Directors is the governing body of the society. It manages all assets and affairs of the society, including formulation of its policies and programs, subject to the articles of incorporation and these bylaws. The Board of Directors shall transact the affairs of the society and shall not take any action or carry out any activity not permitted for a tax-exempt organization operating under Section 509(a)(2), of the Internal Revenue Code.

Section 2. Duties of the Board of Directors

The Board of Directors shall

- a. Comply with the bylaws of the society.
- b. Elect officers from the elected members of the board.
- c. Promote and manage the affairs of the society in line with the society's mission.
- d. Schedule meetings of the board and of the society.
- e. Formulate, execute, and uphold the policies of the society.
- f. Elect from the general membership a replacement for any vacancy that may occur on the board.
- g. Consider and approve or disapprove all expenditures exceeding \$1,000.
- h. Oversee the activities of all standing and special committees.

- i. Approve the annual financial report, the annual society budget, and any committee budgets.
- j. Amend these bylaws as necessary (Article X).

Section 3. Board Composition

The Board of Directors shall consist of 15 current members elected by the society membership. Each year, 5 new board members shall be elected for a three-year term. At any given time, the board shall consist of 5 members serving a one-year term; 5 members serving a two-year term; and 5 members serving a three-year term. After serving a three-year term, a member is not eligible for re-election to the board until at least one year has elapsed. A one year hiatus is not required for a board member who has filled a vacancy and served less than 18 months on the board.

The immediate past president shall remain on the board for one year as a nonvoting member, if their term on the board has concluded, and as a voting member, if they complete their term as president before their term on the board has concluded.

Section 4. Eligibility and Requirements

a. Nominees

A nominee for the Board of Directors must:

1. Be a current member when nominated and agree to remain a member in good standing during their tenure on the board.
2. Agree to perform the duties of director (Article V, Section 4b).
3. Uphold the integrity of the election. Any candidate who has been found by the nominating committee to violate the principles of a fair election shall be disqualified. Such actions may include intentionally trying to vote more than once, buying or exchanging favors for additional votes from others, attempting to obtain additional ballots aside from one's own, and/or performing any other actions deemed dishonest or disruptive to a fair election outcome. In addition to disqualification, the board may choose to bar this individual from being eligible to serve on the Board of Directors in the future.

b. Directors

Each director must:

1. Be a member in good standing during their tenure on the board. A board member whose membership lapses shall be required to renew their membership within 7 days of its expiration. A board member whose membership has lapsed and not been renewed within this time period shall be removed from the board and their position replaced following the procedure for filling vacancies on the board.
2. Perform the duties of director:
 - i. Attend all board meetings unless excused by the president.
 - ii. Contribute to fulfilling the duties of the board (Article V, Section 2).
 - iii. Serve as a member of at least one standing committee if not serving as an officer of the society.
3. Comply with the bylaws of the society.

Section 5. Nominating Committee

A nominating committee of at least three current members shall be appointed and approved by a majority of the Board of Directors no later than May 31. It shall be the duty of this committee to name for nomination at least five candidates to be offered for election. A request for nominations shall be communicated to the current members of the society at least 60 days prior to the election. Nominations by current members (including self-nominations) should be communicated to the nominating committee, providing the previous consent of the nominee has been obtained. Prior to finalizing the list of candidates, the nominating committee will consult with the Board of Directors. The nominating committee shall have the authority to accept or reject any individual nomination. Following the successful conclusion of the election, the nominating committee will be disbanded.

Section 6. Elections

The election shall be by ballot at the annual meeting (Article IV, Section 1) after members have been given the opportunity to make nominations via the nominating committee. The nominating committee may instead choose to conduct the election via e-mail by online ballots to all current members when sufficient steps have been taken to assure that nominations of self and others have been offered to the entire current membership. Such an election via e-mail is only valid when at least a minimum number of members to reach a quorum submit their online ballots. Any ballot with fewer than five votes (including zero votes) will be treated as a valid ballot where the “missing” votes will be counted as active abstentions, and such a submitted ballot will still count toward determination of quorum. Newly-elected board members should begin their terms on January 1 following the successful completion of the nomination and election processes described herein.

Section 7. Resignation of Board Members

Any board member may resign at any time by providing written notice to the president, who shall forward this to the board. Unless there is an objection from a majority of the board members, such resignations shall be accepted.

Section 8. Removal of Board Members

A board member shall be eligible for removal from the board if any one of the following situations occurs:

- a. Their membership has lapsed and not been renewed within 7 days of its expiration.
- b. They do not perform the duties of director (Article V, Section 4b).
- c. They miss more than two board and/or society meetings in a one-year period without being excused by the president.
- d. They do not serve actively as a member of at least one standing committee or as an officer of the society.
- e. They violate the code of conduct (Article V, Section 13).
- f. Two-thirds of the board members vote to remove the member from the board.

For criteria a-d, the president shall notify the board member that they are eligible for removal

and, if the situation is not resolved within a reasonable time period, the member shall be removed from the board immediately.

Vacancies on the board shall be filled by the procedure described in Article V, Section 9. A member who is removed from the board for any reason is not eligible for re-election to the board until at least three years have elapsed.

Section 9. Filling Vacancies on the Board

If a vacancy occurs, the president shall appoint and chair a special nominating committee that includes two additional board members. The special nominating committee shall solicit nominations from board members and present recommendations to the board for approval. New board members must be eligible (see Article V, Section 4) and approved by a majority of the board members.

Section 10. Honorary Board Membership

Upon the recommendation of one member and the approval of two-thirds of the elected members of the Board of Directors, honorary non-voting membership to the board may be conferred upon an individual who is rendering notable service to the society. An honorary board member must be a society member in good standing. Honorary board membership may be conferred for up to three years and may be rescinded at any time by a vote of two-thirds of the elected board members.

Section 11. Accountability

No board member shall be relieved of accountability until they have turned over all IAS property, including material items and data (e.g., login and password information), to the president.

Section 12. Board Meetings

Meetings of the board shall be held at dates and times determined by the Board of Directors. At least four such meetings should be convened each calendar year. Meetings should be scheduled to accommodate as many board members as possible. A majority of the board members shall constitute a quorum.

Section 13. Code of Conduct

The Board of Directors and others appointed to positions by the board shall:

- a. Conduct themselves in a fair and professional manner.
- b. Demonstrate personal integrity at all times.
- c. Treat other society and board members, guests, vendors, and visitors with respect.
- d. Not participate in, condone, or ignore illegal or unethical acts.
- e. Conduct themselves so as to enhance and uphold the reputation of the society.

Violation of this code of conduct will not be tolerated and may be cause for dismissal from the board or removal from their appointed position.

Article VI. Officers

Section 1. Enumeration

The officers of this society shall be a president, a vice-president, a chief operating officer, a secretary, and a treasurer. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the society (Article IX).

Section 2. Nomination and Election

The officers shall be nominated and elected from and by the members of the Board of Directors at the first board meeting following the general election (Article V, Section 6). Nominations and elections shall follow Robert's Rules of Order, with a simple majority of the full board required to elect an officer. Incumbent officers will remain in their roles until the election of new officers has been completed.

Section 3. Term of Office

The term of office for the officers shall be one year or until a successor is elected, and the term of office shall begin immediately upon their election. No board member shall hold more than one office at one time.

Section 4. Accountability

No officer shall be relieved of accountability until they have turned over all IAS property, including material items and data (e.g., login and password information), to the president.

Section 5. Orderly Transition

Each outgoing officer shall help the incoming officer to assume their duties and shall complete or make provisions for the completion of all work in progress.

Section 6. Resignations

Any officer may resign at any time by giving written notice to the president, who shall forward this to the board and oversee the process of filling the resulting vacancy following the nomination and election procedure described in Article VI, Section 2. The board shall accept such resignations subject to the accountability provisions described in Article VI, Section 4.

Article VII. Duties of Officers

Section 1. President

The president shall:

- a. Preside at all meetings of the society and of the Board of Directors.
- b. Create special committees, as necessary (see Article VIII, Section 2).
- c. Appoint or endorse the chairs of all standing committees and special committees except the nominating committee and membership committee.
- d. Be an *ex officio* member of all committees except the nominating committee.
- e. Fill chair vacancies on all committees except the nominating committee.
- f. Ensure that all board members and officers are fulfilling their duties and complying with the provisions described in Articles V, VI, and VII.
- g. Oversee, with the treasurer and chief operating officer, all the society's funds.
- h. Maintain and update as necessary a "handbook" of protocols, procedures, contacts, etc., that are utilized in carrying out the role of president.

Section 2. Vice-President

The vice-president shall:

- a. Preside in the absence of the president or inability of the president to perform their duties.
- b. Perform other duties as may be assigned to them by the president or by the Board of Directors.
- c. Become the president for the unexpired part of the term in case of a vacancy in that office.
- d. Maintain and update as necessary a “handbook” of protocols, procedures, contacts, etc., that are utilized in carrying out the role of vice-president.

Section 3. Secretary

The secretary shall:

- a. Chair the membership committee (Article VIII, Section 4).
- b. Attend to the correspondence of the society.
- c. Report such correspondence to the board at its regular meetings.
- d. Send out all notices where previous notice is required and all meeting materials (agenda, reports, etc.) at least five days before the meeting begins.
- e. Record the minutes of the regular and board meetings and send copies of the minutes to the president before the next society or board meeting.
- f. Be prepared at all times to make such reports as requested by the president.
- g. Maintain and update as necessary a “handbook” of protocols, procedures, contacts, etc., that are utilized in carrying out the role of secretary.

Section 4. Chief Operating Officer

The chief operating officer shall:

- a. With the treasurer, coordinate the accurate reporting and accounting of all funds received and expended by the society and its committees.
- b. With the president, communicate with committee chairs, as necessary, to maintain committee accountability and transparency, to support collaboration between committees, and to facilitate the work of society committees.
- c. Coordinate and serve as the primary society point of contact for the acquisition, maintenance, and, when necessary, termination of subscriptions and memberships to external organizations that provide goods and services to the society. In this role, liaise with other officers and with committee chairs to ensure clear and timely coordination.

Section 5. Treasurer

The treasurer shall:

- a. Oversee, with the president, all the society’s funds.
- b. Keep an accurate record of all monies received and expended.
- c. Deposit funds in the name of the society in a depository approved by the Board of Directors.
- d. Present at each meeting or whenever requested by the board a detailed account showing the exact financial condition of the society.
- e. Furnish to the secretary at each board meeting an itemized report of all financial

- transactions since the previous meeting of the board.
- f. Submit all records for auditing in time for the auditor's report to be presented at the annual society meeting and at any other time required by the board.
 - g. Ensure, in coordination with the society's accountant, that all federal and state filings required for the society are properly submitted.
 - h. Maintain and update as necessary a "handbook" of protocols, procedures, contacts, etc., that are utilized in carrying out the role of treasurer.

Article VIII. Committees

Section 1. Standing Committees

The following are the standing committees of the society.

- a. Membership
- b. Newsletter
- c. Aroideana
- d. Social Media
- e. Website
- f. Education
- g. Chapters
- h. Awards and Grants
- i. Show and Sale
- j. Aroid Cultivar Registry Committee

Additional standing committees may be created by revising these bylaws.

Section 2. Special Committees

Special committees may be created by the president or the Board of Directors, as necessary, to carry out specific projects for limited periods of time. The nominating committee (Article V, Section 5) is considered to be a special committee.

Section 3. Composition of Standing and Special Committees

The president shall appoint the chairs of all standing and special committees, except for the nominating committee and the membership committee (Article VII, Section 1). Chair appointments are for a term of up to one year, and may be renewed annually by the president, if the chair is willing.

Each committee chair shall maintain and update as necessary a "handbook" of protocols, procedures, contacts, etc., that are utilized in carrying out the role of committee chair.

The committee chair shall appoint the members of their committees, with attention to ensuring that each director is a member of at least one standing committee (Article V, Section 4b). All committee members must be members of the society in good standing.

Section 4. Membership Committee

The secretary shall serve as the chair of the membership committee.

The Membership Committee shall:

- a. Carry out activities to encourage enrollment of new members and renewal of current members.
- b. Maintain records of active and lapsed members.
- c. Communicate with members who require assistance with membership issues.
- d. Invite prospective members to society events.

Section 5. Newsletter Committee

The editor of the IAS newsletter shall serve as the chair of the newsletter committee.

The Newsletter Committee shall:

- a. Secure written material and/or articles for publication in the quarterly newsletter.
- b. Type, proofread, and set up material for publication in the newsletter.
- c. Submit the draft newsletter to the board for review and approval prior to publication.
- d. Work with the website committee to upload the approved newsletter to the IAS website.
- e. Notify the board and the chairs of the website and social media committees when the newsletter has been published.

Section 6. Aroideana Committee

The editor of Aroideana shall serve as the chair of the Aroideana committee.

The Aroideana Committee shall:

- a. Secure articles for publication in Aroideana.
- b. Type, proofread, and set up material for publication in Aroideana.
- c. Work with the website committee to upload Aroideana to the IAS website.
- d. Notify the board and the chairs of the website and social media committees when a new issue has been published.

Section 7. Social Media Committee

The Social Media Committee shall:

- a. Disseminate information regarding the society to appropriate social media channels.
- b. Promote the society across all selected social media platforms.
- c. Promote society events, including the annual IAS Show and Sale, across all selected social media platforms.

Section 8. Website Committee

The webmaster of the society website (currently, aroid.org) shall serve as the chair of the website committee.

The Website Committee shall:

- a. Oversee the design and maintenance of the society website.
- b. Ensure that the website is functioning properly.
- c. Update the website in a timely manner, including uploading new issues of the newsletter and Aroideana.
- d. Assist in troubleshooting issues with the website.
- e. Support active society members who need assistance with the website.

Section 9. Education Committee

The Education Committee shall:

- a. Disseminate information about aroids through the society website and social media.
- b. Oversee and update, as appropriate, the taxonomic and cultivar information on the website.
- c. Develop, as appropriate, informational materials about aroids that can be distributed to society members through the website, social media, and other channels.

Section 10. Chapters Committee

The Chapters Committee shall:

- a. Work with chapter representatives to review and approve chapter bylaws and

- agreements with the society.
- b. Communicate with each chapter's Board of Directors.
- c. Assist with organization of each chapter's Board of Directors.
- d. Assist with chapter organization and chapter activities, as needed.

Section 11. Awards and Grants Committee

The Awards and Grants Committee shall:

- a. Promote the availability of awards and grants offered by the society.
- b. Work with the treasurer to oversee the society's budget for awards and grants.
- c. Oversee the society's awards and grants programs, which may include:
 - 1. Communicating with applicants and potential applicants.
 - 2. Receiving and evaluating applications and nominations.
 - 3. Submitting award and grant recommendations to the Board for approval.
 - 4. Managing the disbursement of funds for approved awards and grants, in collaboration with the treasurer.
 - 5. Ensuring that grant recipients submit articles to Aroideana or the newsletter.
 - 6. Updating, as necessary, descriptions of awards and grants and the process of operating the awards and grants programs.

Section 12. Show and Sale Committee

The Show and Sale Committee shall:

- a. Manage the budget for the annual IAS Show and Sale. This budget must be managed by a Show and Sale committee member who is not the chair of the committee, in consultation with the chief operating officer.
- b. Present to the board for approval a draft budget for the annual Show and Sale at least five months prior to the start of the show.
- c. Plan, organize, and execute the annual IAS Show and Sale.
- d. Communicate with all necessary vendors and/or sponsors for the Show and Sale.
- e. Report major updates to the board in a timely fashion and provide to the board a post-show summary within three months of the show's conclusion.

Section 13. Aroid Cultivar Registry Committee

The Aroid Cultivar Registry Committee shall:

- a. Ensure that the aroid cultivar registry website is up-to-date and operating properly.
- b. Respond to inquiries regarding the aroid cultivar registry.
- c. Review submissions to the aroid cultivar registry website.
- d. Provide periodic updates to the board regarding the status of the aroid cultivar registry.

Article IX. Parliamentary Authority

The rules contained in "Robert's Rules of Order Revised" shall govern the proceedings of the society, except in cases that are covered by these bylaws.

Article X. Indemnification

The IAS shall indemnify each officer and director to the full extent permitted by the Florida General Corporation Act and the Florida Not for Profit Corporation Act. No member of the Board shall be held liable for any actions taken in compliance with these Bylaws or in good faith as defined by their role herein, excluding any actions taken that violate local, state, or federal law.

Article XI. Amendments to the Bylaws

The board may, by a majority vote, amend these bylaws, provided that the text of the proposed change(s) has been delivered to each board member at least 7 days before a vote is taken.