

**BYLAWS OF THE
NATIONAL CHRYSANTHEMUM SOCIETY, INC., USA**

ARTICLE I NAME

The name of this membership corporation shall be the NATIONAL CHRYSANTHEMUM SOCIETY, INC., USA, hereinafter referred to as NCS.

ARTICLE II OBJECTIVES

The objectives of NCS are (1) to educate by researching, teaching, and disseminating the procedures for the propagation and cultivation of the chrysanthemum, (2) to improve the standard of excellence of the chrysanthemum, (3) to promote a wider interest in the cultivation of the chrysanthemum, (4) to encourage a greater use and display of the beautiful blooms of the many cultivars of the chrysanthemum, and (5) to increase the bond of fellowship among growers of the chrysanthemum.

ARTICLE III MEMBERSHIP AND DUES

Section 1. Eligibility for Membership. Any person or group of persons interested in chrysanthemums shall be eligible for membership in NCS. Such membership may be obtained by payment of the appropriate dues to the treasurer of NCS, except in the case of honorary membership, the prerequisites of which are detailed in Article III, Section 5.

Section 2. Classes of Membership. There shall be the following classes of membership in NCS:

1. Annual
2. Life
3. Honorary

Section 3. Annual Membership. Annual memberships include: Individual NCS Chapter and General Members; Joint NCS Chapter and General Members (two individuals residing at the same address, each with all the usual privileges of membership, but paying only one membership dues and receiving only one copy of *The Chrysanthemum*); Junior Members, age 18 or under at the time of payment of dues, who have memberships in Chapter Societies or directly in NCS; Garden Club Members or Junior Garden Club Members wherein the club or group has a single membership in NCS; and other memberships as authorized by the Board of Directors of NCS, hereinafter referred to as the Board.

Section 4. Life Membership. The dues for Life Membership shall be established by the Board. Any person(s) eligible for membership in NCS is (are) eligible for Life Membership by making a one-time payment of the appropriate amount.

Section 5. Honorary Membership. Any person who shall have rendered meritorious service to NCS, shall have accomplished outstanding work in the cultivation or improvement of the chrysanthemum, or shall have done associated research may be elected an Honorary Member at any meeting of the members of NCS, provided that such action shall have been recommended by the Board. Honorary membership shall be proposed to the Board by the Awards Chairman after the receipt of a petition signed by at least 25 NCS members representing at least two Chapter Societies, or such membership may be proposed by a resolution signed by at least five members of the Board. No NCS dues are paid by an Honorary Member or the spouse. Honorary Membership is for life.

Section 6. Annual Dues. Annual Membership dues shall be established by the Board, subject to approval by the members at the next annual meeting. Such dues shall apply to NCS membership and shall not include dues or fees applicable to membership in chapter societies or other organizations (See Article XIII, Section 3). Such dues shall be for each calendar year, and except in respect to dues paid by a new member, shall be paid to the NCS Treasurer not later than February 15 in each year. When dues for a new membership are received after August 1 dues for the following calendar year shall be considered paid.

Section 7. Termination of Membership. Any member may resign by giving written notice to the secretary/executive director, hereinafter referred to as the executive director. Annual membership shall terminate without notice upon failure to pay the appropriate annual dues on or before February 15 of the current calendar year; membership so

terminated may be reinstated by payment of the full current year's dues. Any membership may be terminated by the Board upon any ground which constitutes action or conduct contrary to any of the provisions of the Certificate of Incorporation or bylaws of NCS or contrary to the interests of NCS, provided that the Board shall give written notice of such ground to the member subject to such action and an opportunity to reply thereto, at least 30 days before such termination. Any such action by the Board shall be subject to revocation by the members of NCS at any annual or special meeting called for that purpose.

Section 8. Voting Rights. Each member shall have one vote whether by published ballot, in person, or by-written proxy, at any annual meeting or as provided in Article IX, Section 2, except that only one vote shall be allocated to a garden club having a single membership in NCS.

ARTICLE IV OFFICERS

Section 1. Officers and Appointed Positions.

a. Elected Officers. The elected officers of NCS shall be the president, the first vice president, the second vice president, the executive director, and the treasurer, none of whom shall serve concurrently as a director. Officers shall be elected by the Board at a meeting directly following the annual meeting.

b. Appointed Positions. Other NCS members without Board voting privileges and not serving as directors or officers may be appointed by the Board.

Section 2. Duties. Officers shall perform the duties prescribed by these bylaws, in the *Manual for the Guidance of Officers, Board Members and Committees of NCS*, hereinafter referred to as the Manual; as assigned by the Board and that are normal to the respective office and not in conflict with these bylaws.

Section 3. Terms of Office. The president, the first vice president, and the second vice president shall serve a term of one year and be eligible for re-election for one additional term. The executive director and the treasurer may serve an unlimited number of terms. No two offices may be held by the same person. The term of office begins immediately following election.

Section 4. Removal of Officers. Any officer may be removed with or without cause by a two-thirds vote of the Board.

Section 5. Vacancies. The Board shall appoint an NCS member, to fill a vacancy, with full voting privileges, among the officers for the unexpired term of the office.

Section 6. Compensation. Officers of NCS shall not be entitled to any remuneration or compensation for service unless expressly authorized by the Board.

ARTICLE V DIRECTORS

Section 1. Number of Directors. There shall be fifteen (15) directors, all of whom shall be elected by the NCS membership.

Section 2. Terms and Classes of Directors. Except as provided under Section 4 of this article, the term of a director shall be three years. No director may serve more than three consecutive terms, but may be re-elected after a one-term absence. One-half or more of a term shall be counted as a full term; less than one-half term shall not be counted as a term. Directors shall be divided into three classes so that each class shall have an equal number of directors; one class shall be elected each year.

Section 3. Nomination of Directors. Only NCS members in good standing may be elected as directors. Two persons who are members of the same NCS Chapter may serve concurrently as directors, provided that the number of chapters with multiple directors does not exceed three. Members shall be nominated for election to the Board only by (1) the Nominating Committee as authorized in Article VI, or by (2) written petition filed with the executive director at least 30 days prior to the date of a meeting of the members at which directors are to be elected, and signed by at least 25 members of NCS, no more than ten of whom may be members of the same NCS Chapter.

Section 4. Vacancies. Any vacancy in a class of directors occurring for any reason prior to the expiration of a director's term shall be filled for the unexpired portion of the term by a member of NCS appointed by the Board members at a regular meeting of the Board or as provided in Article VIII, Section 4.

Section 5. Absence of Director. A director's seat on the Board shall be declared vacant if that director is absent from regular Board meetings for two (2) consecutive years. A director unseated due to such absences shall not be eligible for re-election to the Board for one year.

ARTICLE VI NOMINATING COMMITTEE

There shall be a nominating committee consisting of five members of NCS, none of whom shall be officers or directors. After each annual meeting of the members, the newly constituted Board shall appoint to the committee at least one member of NCS who has a wide acquaintance with NCS members. No two members may be members of the same chapter. The chairman of the committee shall be its longest tenured member. The newly constituted Board shall also appoint an alternate who shall, if a vacancy occurs, become a member of the committee as its newest member. If no vacancy occurs, the term of the alternate shall expire at the next annual meeting of the Board.

ARTICLE VII ELECTION OF DIRECTORS

Except as provided in Article VIII, Section 4, nominees for director shall be elected to the Board at the annual meeting of the members of NCS. In the event of more than five nominees, the five receiving the most votes on one ballot listing all nominees shall be elected.

ARTICLE VIII BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors shall include the 15 directors, the elected officers, and the Advisory Committee chair (as defined in Article X, Section 5), all of whom shall have voting privileges at Board meetings. The seat of a director who is elected as an officer shall be declared vacant; such vacancy shall be filled as provided in Article V, Section 4.

Section 2. Responsibilities. The direction and management of the business, affairs, and property of NCS shall be the responsibility of the Board, which shall determine the policies and shall have control over the disposition of NCS funds and property, and shall do all lawful acts and things pertaining thereto which are not by statute, Certificate of Incorporation, or bylaws required to be exercised by the members of NCS.

Section 3. Regular Meetings. The regular meeting of the Board shall be held at the time and place of the Annual Meeting of the members of NCS or by teleconference or other electronic means. Actions of the Board shall be reported to the membership in the first issue of *The Chrysanthemum* following the annual meeting at which the actions were taken.

Section 4. Special Business. The president, the executive director, or any director upon written concurrence of four other directors, may call for special business of the Board to be conducted by teleconference or other electronic means. A report including the vote count of special business so conducted shall be made for the record at the next meeting of the Board and reported to the membership in the first issue of *The Chrysanthemum* following the action.

Section 5. Quorum. The quorum of the Board shall be a majority of its members.

ARTICLE IX MEETINGS

Section 1. Annual Meeting.

- a. Notice. Notice of the annual meeting of the members of NCS shall be published in the September issue of *The Chrysanthemum*, which shall be mailed to each member's last known address as listed on the membership rolls of NCS.
- b. Time and Purpose. The annual meeting shall be held prior to December 1 in each calendar year. The date and place of each meeting shall be determined by the Board. The annual meeting shall be held for the purpose of conducting business including but not limited to electing directors, approving dues, amending bylaws, hearing reports and giving directions to the Board.
- c. Presiding Officer. At the annual meeting the president, or in his/her absence, a vice president designated by the Board, or in his/her absence, any other director of NCS designated by the Board, or in the absence of any other director any member designated by a majority of the members present at the meeting, shall act as presiding officer. The executive director of NCS, or in his/her absence, a member of NCS appointed by the presiding officer, shall act as secretary of the meeting.
- d. Quorum. A simple majority of NCS members registered and present at the NCS Annual Convention and Show shall constitute a quorum.

Section 2. Special Meetings. Upon request of the President of NCS, or upon the request of a majority of the Directors, or upon a written petition to the executive director of at least fifty (50) members of NCS representing at least three chapter societies, no more than twenty (20) of whom may be members of the same chapter, the executive director may call for special business of the members of NCS to be transacted by an official ballot published in *The Chrysanthemum*. Requests or petitions shall specify the matter(s) to be considered and the action desired. The ballot shall contain an explanation of said matter(s), an appropriate space for an affirmative or negative vote, and shall indicate the date by which the ballot must be postmarked to the executive director. Ballots shall be opened and counted by the executive director and two members from different chapters of NCS appointed by the president. A report by the executive director including the vote count of special business so transacted shall be published in the second issue of *The Chrysanthemum* following the issue in which the ballot was published. No more than two calls for special business shall be honored in any one calendar year.

Section 3. Show. NCS may hold a show for the exhibition of chrysanthemums at the time and place of the annual meeting. All rules and regulations pertaining to each show shall be determined by the Board or otherwise as it may direct.

ARTICLE X COMMITTEES

Section 1. Formation. The Board shall form standing committees, and may form special committees. The president may form special committees but the duties of the special committees shall not conflict with duties of committees formed by the Board. The title of each standing committee, together with the name and address of its chair, shall be published in *The Chrysanthemum*.

Section 2. Committee Chairs. By January 1 following the election of officers the president shall appoint a new chair to fill a vacancy or as new committees are formed.

Section 3. Terms. The existence of a standing committee shall be until dissolved by the Board. All special committees may be dissolved by the Board at any time, but otherwise shall continue until completion of their appointed task. The term of any standing committee chairman or member is from appointment until the close of the annual meeting of NCS.

Section 4. Duties. Committees shall have duties authorized by the Board or specified by the president and shall be further guided by the Manual, which may be amended at any meeting of the Board.

Section 5. Advisory Committee. The Advisory Committee shall consist of all past presidents who are still active members of NCS and who wish to serve. The chair of the committee shall be its member who has most recently served as president of NCS and is willing to serve as chair. He/she shall not serve concurrently as director. If the number of such past presidents does not equal at least five (5), the Board shall appoint an appropriate number of NCS members, excluding the current president, to bring the membership of the committee to five. This committee, in addition to

providing advice and counsel to the president or the Board, shall at the final Board meeting each year present a slate of names of NCS members to be considered by the Board for election as officers of NCS.

ARTICLE XI FINANCE

Section 1. Funds. All NCS funds shall be received, deposited, invested, or disbursed by the treasurer or as authorized by the Board.

Section 2. Internal Examination. The books of the treasurer or individual handling the funds shall be subject to an internal examination at the end of each fiscal year by an individual or individuals appointed by the Board. The report of the examiner or examiners shall be presented to the Board at its next annual meeting.

Section 3. Fiscal Year. The fiscal year of NCS shall be the twelve-month period from January 1 through December 30 unless otherwise designated by the Board.

ARTICLE XII PUBLICATIONS

Section 1. *The Chrysanthemum*. At least four times in each calendar year, NCS shall publish a journal, the title of which shall be *The Chrysanthemum*. The subscription price of the journal shall be included in the annual NCS membership dues. One copy shall be mailed to each membership in NCS.

Section 2. Editors. The editor of *The Chrysanthemum* shall be appointed by the president with the approval of the Board, shall have the duties specified in the manual or as the Board may designate, and may be removed by the Board at any time. The editor may appoint associate editors.

Section 3. Other Publications. NCS may issue such other publications, handbooks, or pamphlets as may be authorized by the Board, or by the members of NCS at any annual meeting. Editors of such other publications shall be appointed by the president.

Section 4. Compensation. No compensation shall be paid to any editor or to any person associated with NCS publications except as expressly authorized by the Board.

ARTICLE XIII CHAPTER SOCIETIES

Section 1. Formation. Any group of persons comprising five or more memberships in NCS may make application to NCS for membership as a Chapter Society, hereinafter referred to as a chapter. If such application is approved by the Board, and upon payment of a fee the amount of which shall be determined by the Board, a charter shall be issued to the group constituting it a chapter.

Section 2. Name. The chapter may select its own name, but the word "chrysanthemum" shall be included in the name of any new chapter.

Section 3. Responsibilities. Each chapter shall pay annual dues to NCS for each individual member of the chapter or for joint members as described in Article III, Section 6, except that no annual dues shall be paid for life or honorary members. Each chapter shall fulfill other responsibilities as may be determined by the Board and approved by the members of NCS at any annual meeting.

Section 4. Cancellation of Charter. In the event a chapter fails to perform its responsibilities, the charter of such chapter may be canceled by the Board. Notice of the pending cancellation must be mailed by the executive director of NCS to the last known president or secretary of the chapter.

Section 5. Termination. A chapter may not terminate its status as a chapter of NCS as long as persons comprising five memberships in the chapter object to such termination.

ARTICLE XIV SEAL

Section 1. Design. The seal shall be circular in form, shall contain the name NATIONAL CHRYSANTHEMUM SOCIETY, INC., USA, the year and state in which NCS was incorporated, and such other matter as the Board may authorize.

Section 2. Uses. The NCS seal may be used by impression, printing, drawing, etc., on any NCS or chapter publication, material, or stationery, or as authorized by the Board, the president or the executive director.

ARTICLE XV INDEMNIFICATION

Every member of the Board may be indemnified by NCS against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board in connection with any threatened, pending or completed action, suit or proceeding to which the Board member may become involved by reason of being or having been a member of the Board, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of duties. In the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of NCS. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the Board may be entitled. The corporation shall have the power to purchase and maintain insurance to indemnify the corporation and the directors and officers to the full extent such indemnification is permitted by law.

ARTICLE XVI PROPERTY/DISSOLUTION

Section 1. Title. The title for all property, funds, and assets of NCS shall at all times be vested in NCS for the joint use of members and no member or group of members shall have any severable right to all or any part of such property. NCS shall have complete control over the acquisition, administration and disposition of its property except that such property shall not be used for any purposes contrary to the objectives listed in Article II.

Section 2. Dissolution. In the event of the dissolution of NCS, all assets of the corporation shall be transferred and delivered to an entity or entities whose objectives most closely resemble those of NCS, and shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code. The Board shall decide which entity or entities shall receive the assets.

ARTICLE XVII PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Roberts Rules of Order Newly Revised* shall govern NCS in all instances in which they are applicable, and in which they are not inconsistent with the Certificate of Incorporation, these bylaws, or other special rules of order of NCS.

ARTICLE XIX AMENDMENTS TO THE BYLAWS

Section 1. Amendments. Provisions of these bylaws may be amended at any annual meeting of the members of NCS by a two-thirds vote, cast in person or by proxy, provided that notice as prescribed in Section 2 of this Article has been given.

Section 2. Notice. All proposed amendments to these bylaws, except as proposed by the Board, must be submitted to the bylaws chair at least six months prior to review at the annual meeting of the Board. Such proposed amendments, together with recommendations of the Board, shall be published in the next March issue of *The Chrysanthemum* and shall constitute notice that such amendments will be considered at the next annual meeting. Notice that such amendments will be considered shall also be included in the notice of the meeting.

