

By-laws of the Wisconsin Peony Society Ltd.

Article 1 - Name & Organization

- 1.01 The name of the Corporation is the "Wisconsin Peony Society Ltd".
- 1.02 The Corporation is organized under the Wisconsin Nonprofit Corporation. No Part of any net earnings and no dividends of profits shall inure to the benefit Member, Director or Officer.
- 1.03

Article 2 - Purpose

- 2.01 Promote, foster and generate interest in the cultivation and use of all peonies.
- 2.02 To facilitate the sharing of information pertaining to all peonies.
- 2.03 To function as a regional link to the American Peony Society.

Article 3 - Membership, Meetings & Dues

- 3.01 Qualification of Members:
Any person who has an active interest in peonies and who agrees to uphold the WPS purposes and powers, shall be eligible for membership.
- 3.02 Dues, terms and classes subject to revision by the Board of Directors at any time.
Current Dues are \$5.00 per individual or household per year or \$10.00 for 3 Years
- 3.03 Each paid membership shall have one vote on all matters before the meeting
- 3.04 Members in good standing shall be eligible for election to the Board of Directors and appointment to any of the committees
- 3.05 The order of business at any General and or Directors Meetings shall be as follows.
- 1) Call to order
 - 2) Reading of minutes of the last preceding meeting.
 - 3) President's Report
 - 4) Treasurer's Report.
 - 5) Committee Reports.
 - 6) Correspondence .
 - 7) Unfinished business
 - 8) New Business.
 - 9) Discussions.
 - 10) Elections, if applicable.
 - 11) Adjournment.

Article 4 - Board of Directors

4.01 **Number of Directors**

The (WPS) shall have a board of directors consisting of at least 4 and no more than 15 directors.
In addition, the immediate past President shall be an ex-officer member of the Board for one(1) year.

4.02 **Powers**

All corporate powers shall be exercised by or under the authority of the board and the affairs of the (WPS)

4.03 **Terms**

All directors shall be elected to service a two-year term and they stand for re-election for one additional term.
However their term may be extended until a successor has been elected.

4.04 **Qualification and Election of Directors**

- (a) Directors may be chosen from all levels of membership
- (b) Prior to election a Board of Director's candidate must commit in good faith that he is willing to attend all board meetings, represent the membership to the best of his/her ability and serve as either an Officer or Committee Chairperson.

4.05 **Vacancies**

The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director

- (a) Unexpected vacancies. Vacancies in the board of directors due to resignation, death, or removal shall be filled by the board for the balance of the term of the director being replaced.

4.06 **Board of Director Removal**

A director may be removed by two-thirds vote of the board of directors then in office if:

- (a) the director is absent and unexcused from two of more meetings of the board of directors in a twelve month period. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board vice president shall excuse the president. OR:
- (b) for cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.

4.07 **Board of Directors Meetings**

- (a) Regular meetings The board of directors shall have a minimum of two regular meeting each calendar year at times and places fixed by the board.
- (b) Special Meetings Special meetings of the board may be called by the president , vice president, secretary, treasurer, or any two(2) other directors of the board of directors.

4.08 **Manner of Acting**

- (a) Quorum Majority of the directors in office immediately before a meeting constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.
- (b) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at the meeting at which a quorum is present shall be the act of the board.
- © Hung Board Decisions On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.
- (d) Participation Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting though the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting including in person, internet video meeting or by telephonic conference call.

4.09 **Compensation for Board Service**

Director shall receive no compensation for carrying out their duties as directors

Article 5 - Committees

5.01 Committees shall be set up to assist in carrying out varies functions of the society

- (a) Finance Committee shall be set up to audit the financial records of the society on a annual basis. *
- (b) Fall Root Auction Committee *
- (c) Garden Expo Committee *
- (d) Website & Website Committee *
- € Grafting Classes Committee *
- (f) Special Events Committee *
- (g) Club Functions Committee *
- (h) Membership Committee *

* Descriptions and job responsibilities to add be added at a future date

Article 6 - Officers

6.01 President The board president shall be the chief volunteer officer of the corporation. The board president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors.

- 6.02 Vice-president In the absence or disability of the board president, the vice-president shall perform the duties of the board president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the board president
- 6.03 Secretary The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committee of directors. The minutes of each meeting shall state the time and place that it was held and such information as shall be necessary to determine the actions taken and whether the meeting was held in with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties prescribed by the board of directors or board president. The secretary may appoint, with approval of the board, a director to assist in the performance of all or part of the duties of the secretary.
- 6.04 Treasurer The treasure shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction wit other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the finical condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer shall perform all duties properly required by the board of director or the board president.
- 6.05 Non-Director Offices The board of directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-directors of the corporation.

Article 7 - Contracts, Checks, Loans

- 7.01 Checking
- 7.02 Deposits

Article 8 - Miscellaneous

- 8.01 Books and Records The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.
- 8.02 Fiscal Year The fiscal year of the corporation shall be January 1 to December 31 of each year.
- 8.03 Conflict of Interest The board shall adopt and periodically review a conflict of interest policy to protect the Society's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, affiliate, or member of a committee with board-delegated powers.
- 8.04 Nondiscrimination Policy The officers, directors, committee men=members, shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national organ and sexual orientation.
- 8.05 By-law Amendment These Bylaws may be amended, altered, repealed, or restated by a vote of the majority

of the board of directors then in office at a meeting of the Board, provided, however,

- (a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation.
- (b) that an amendment does not affect the voting rights of the directors. An amendment that does affect the voting rights of the directors further requires ratification by a two-thirds vote of a quorum of directors at a Board meeting.

8.06 Membership Lists No membership lists maybe sold or used for outside sales.

8.07 Annual Audit An annual audit shall be preformed on the Societies financial records by the Financial Committee. (See Section 5.01(a

Article 9 - Document Retention Policy

9.01 General Guidelines Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files.

9.02 Corporate Documents Corporate records include the corporations' "Articles of Incorporation", "By-laws and IRS Form 1023 ad Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

9.03 Tax Records Tax records include, but may not be limited to, documents concerning expenses, proof of contributions made by donors, and other documents concerning the Societies revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

9.04 Board and Board Committee Materials Meeting minutes should be retained in perpetuity in he corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years.

9.05 Banking and Accounting Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept three years. Any inventories of materials, and supplies should be kept for seven years.

9.06 Insurance Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

9.07 Audit Records Eternal audit reports should be kept permanently. Internal audit reports should be kept for three years.

Article 10 - Transparency and Accountability

Purpose By making full and accurate information about our mission, activates, finances and governance publicly available(WPS) practices will encourage transparency and accountability to the general public.

10.01 IRS Annual Information Returns (Form 990) The Treasure shall submit the Form 990 to its board of directors prior to the filling of the form 990. While neither the approval of the Form 990 or a review of the 990 is not required under Federal law, the corporation's Form 990 shall be submitted to each member of the board

of director's via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

10.02 Board

- (a) All board deliberation shall be open to the membership except where the board passes a motion to make any specific portion confidential.
- (b) All board minutes shall be open to the membership once accepted by the board, except where the board passes a motion to make any specific portion confidential.
- © All papers and materials considered by the board shall be open to the membership following the meeting at which they are considered, except where any material is confidential.

10.03 Donor Records

- (a) No donor records shall be available to any other person outside the corporation except authorized government agencies
- (b) donor records shall be made available to the board when requested.

Article 11 - Amendment of Articles of Incorporation

- 11.01 Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

Article 12 - Dissolution of the Society

- 12.01 In the event of dissolution of the Society all of its remaining assets after payment of liabilities shall be the property of the American Peony Society.