

Bylaws of the Wisconsin Peony Society Ltd.

ARTICLE I – NAME & ORGANIZATION

- 1.01** The name of this Corporation shall be “Wisconsin Peony Society, Ltd.” (WPS).
- 1.02** The Corporation is organized under the Wisconsin Department of Financial Institutions as a non-stock corporation.

ARTICLE II – NON-DISCRIMINATION

- 2.01** Notwithstanding any provision of these Bylaws, the WPS shall not discriminate against any Member, Director, or Officer on the basis of race, color, religion, sex, sexual orientation, gender identity or expression, age, disability, marital status, citizenship, national origin, genetic information, or any other characteristic protected by law. The WPS prohibits any such discrimination or harassment.

ARTICLE III – PURPOSE & POWERS

- 3.01** The WPS is organized exclusively for education and scientific purposes and especially, to promote, encourage, and foster the development and improvement of the genus Paeonia and public interest therein.
- 3.02** To function as a regional link to The American Peony Society.
- 3.03** Provide a forum for the exchange of information on the growing of peonies.
- 3.04** To solicit contributions, engage in fund-raising projects and campaigns to accomplish any or all of its purposes.
- 3.05** No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to any member, Director or Officer, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the corporation's purposes as described herein. Directors or Officers shall not be liable for the debts of the Corporation. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(5) of the Internal Revenue code, or the corresponding section of any future federal tax code.

ARTICLE IV – MEMBERSHIP & DUES

- 4.01** The society shall not limit the number of members.
- 4.02** 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.

- 4.03** All members shall be eligible for election to the Board of Directors and appointment to any of the offices or committees hereinafter constituted.
- 4.04** Members in good standing may attend all membership meetings and are eligible to vote on all matters.
- 4.05** Membership dues are subject to revision by the Board of Directors at any time. Dues will be posted on the WPS website and/or in the newsletter.
- 4.06** Membership shall be by individual or household with dues being determined by Board of Directors.
- 4.07** Dues shall be payable by December 31st for the following calendar year. Members who have not paid their dues will be given a reminder either via mail or electronically with notice of not less than 15 days before their name is dropped from membership. Failure to pay dues shall be a reason to drop the person or household from membership.

ARTICLE V – MEETINGS

- 5.01** Regular meetings shall be held that include an educational meeting and a general fall meeting. Any additional events or activities will be determined by the needs of the membership and purpose of the WPS.
- 5.02** Special meetings of the membership may be called by the President or a majority of the Board of Directors.
- 5.03** The President may call board sessions.
- 5.04** A quorum shall not be set. All business matters shall be decided though a vote by a simple majority of the present membership at any duly announced meeting.
- 5.05** Each member in good standing, either individual or household, shall have one vote on all matters brought up during WPS business meetings.
- 5.06** Elections are held in the spring meeting, when a Board of Director's term has expired. Elections shall be by simple majority of members in attendance at this meeting.

ARTICLE VI – BOARD OF DIRECTORS

- 6.01** The Board of Directors shall consist of the elected officers of the society and two additional elected at-large directors. The Board of Directors shall have power to act when necessary between meetings of the society. Elected board members decide on financial spending, scheduling of events, and other necessary society business that meets the stated objectives through means of a simple majority of the board.
- 6.02** Prior to the spring meeting, a nominating committee shall be appointed by the Board of Directors. It shall be the duty of this committee to nominate a candidate for each position to be filled. Nominees must have given their prior consent.

- 6.03** A Board of Directors candidate must commit in good faith that they are willing to attend all Board Meetings, and represent the membership to the best of their ability.
- 6.04** Directors shall receive no compensation for their service as Directors, but are eligible for reimbursements for expenses incurred during performance of their duties when such expenditures are approved by the Board of Directors. Directors shall be ineligible to engage in paid contract services for the Corporation.
- 6.05** One-half of the current Board of Directors shall constitute a quorum for the transaction of business. In all matters coming before the Board of Directors, each Director shall be entitled to cast one (1) vote.
- 6.06** Regular meetings of the Board of Directors shall be held at the place and time designated by the Board of Directors, and may include teleconference calls, annual meetings, or meetings otherwise called by either the President or a majority of the Board of Directors.
- 6.07** The Board of Directors shall have a minimum of two regular meetings each calendar year at times and places fixed by the Board of Directors.
- 6.08** 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.
- 6.09** 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 their discretion.
- 6.10** A Director may be removed by two-thirds vote of the Board of Directors then in office for failure to act in the best interests of the Corporation, or for lack of sympathy with the stated purpose of the Corporation.
- 6.11** 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, and shall be filled by the board for the balance of the term of the director being replaced.
- 6.12** Resignation from the Board of Directors must be in writing and received by the President or Recording Secretary.

ARTICLE VII – OFFICERS

- 7.01** Officers shall be President, Vice President, Past President, Recording Secretary, Treasurer, Membership, and Newsletter Editor. Officers may hold only one elective office and will be elected from the membership-at-large.
- 7.02** The President shall preside over all meetings and direct all official business, appoint and direct all committees of the society. Officer positions which become vacant shall be filled by appointment of the President until next election at the spring meeting.

- 7.03** The Vice President shall assist the president and preside over matters of the society in the absence of the President. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions upon the board President.
- 7.04** The Past President shall aid the President and the Board of Directors as requested, and can assist in the transition of the incoming board.
- 7.05** The Recording Secretary shall maintain minutes of regular membership meetings and board meetings and report these minutes as requested for historical purposes.
- 7.06** The Treasurer shall be responsible for the society's fiscal affairs, including banking account, receipts, disbursements, and records. The Treasurer shall make an annual fiscal report at the spring meeting.
- 7.07** The Membership officer shall be responsible for keeping an up to date and accurate report of current memberships in the society, notify members of expired or expiring memberships, and orienting new members to the society.
- 7.08** The Newsletter Editor, via printed and/or electronic media, shall provide for timely notice of meetings, publish the minutes of the society and solicit articles of interest to the membership to meet the objectives of the society.

ARTICLE VIII – TERM LIMITS

- 8.01** The term for any Board of Directors position shall be 2 years with up to one additional consecutive term in the same position.
- 8.02** A term may be extended until a successor has been elected.
- 8.03** The term for Past President starts and lasts for one year once a new President has been elected.

ARTICLE IX – COMMITTEES

- 9.01** Committees shall be set up to carry out the functions of the society as necessary to coordinate the events sponsored by the society.
- 9.02** The President, with the approval of the Board of Directors, may constitute special committees from time to time. Such committees shall act upon special projects within the purpose of the WPS.

ARTICLE X – FISCAL YEAR, ENDOWMENTS, & AUDITS

- 10.01** The fiscal year shall be January 1st through December 31st.
- 10.02** Endowments may be received in accordance with terms established by the Board of Directors.

10.03 An annual audit and inspection of the Society's financial records shall be made at the request of the Board of Directors. The President shall appoint a committee to perform the inspection. The committee's report shall be made available to the Board of Directors within thirty (30) days of the inspection and audit.

ARTICLE XI – PARLIAMENTARY AUTHORITY

11.01 The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the society in all cases to which they are applicable, and in which they are consistent with these bylaws and any special rules of order the society may adopt.

ARTICLE XII – AMENDMENTS

12.01 The Bylaws may be amended and changes dated at any regular meeting by a simple majority of members present.

12.02 The membership must be notified by written notice of the proposed amendment(s) prior to the vote to amend.

ARTICLE XIII – DISSOLUTION

13.01 A 30-day written or printed notice to all current members and a vote of all current members resulting in a 2/3 vote can dissolve the society.

13.02 In the event of dissolution of the Wisconsin Peony Society, the Board of Directors shall, after paying and making provisions for the payment of all liabilities, distribute all the assets of the society over to the American Peony Society which has been recognized as a 501(c)(5) organization by the Internal Revenue Service.