

**By-Laws of the  
Western Horticultural Society**

**Article I – The Name of the Society**

1. The name of the organization shall be 'Western Horticultural Society'.

**Article II – The Object of the Society**

1. The object of the Society is the advancement of horticulture in all its phases.

**Article III – Membership in the Society**

1. Membership eligibility

Any person interested in horticulture is eligible for membership in the Society.

2. Joining the Society

A person becomes a member of the Society upon payment of the current year's dues.

3. Membership Classification

The classifications of the membership in the Society shall be reviewed and set annually by the Membership Committee. These shall be submitted to the Board of Directors for approval prior to the annual setting of dues, as hereinafter provided for.

4. Rights of Membership

Each member shall be entitled to one (1) vote on any question requiring a vote of the membership of the Society. Each member of the Society shall be entitled equally to all the rights and privileges provided for in membership of the Society.

**Article IV – Meetings of the Society**

1. Regular Meetings

The Regular Meetings of the membership of the Society shall be held once a month except for June, July, August and December, the time and place to be set by the Board of Directors.

2. Annual General Meeting

The Regular Meeting of the Society in January shall constitute the Annual General Meeting of The Western Horticultural Society; the date, hour and place shall be announced at the November Regular meeting.

3. Special Meetings

Special meetings of the Society, for any purpose or business whatsoever, may be called at any time by the President or by a resolution of the Board of Directors.

4. Manner of giving notice of such Meetings

All members shall be notified ~~by mail~~ of the time and place of all meetings of the membership, approximately one week before such meetings **via mail or electronic communication.**

5. Quorum

The presence of twenty-five (25) members at any meeting of the membership shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the members present at a meeting duly held, at which a quorum is present, shall be regarded as a valid act of the members.

## **Article V - Dues**

1. Manner of fixing Dues

Dues for each class in the membership of the Society shall be fixed annually by the Board of Directors and announced with the notice of the September Regular Meeting of the Society.

2. Payment of Dues

Dues shall be payable by the date of the September Regular Meeting of each year. No member who is in default in payment of dues shall be entitled to any of the rights and privileges of membership while he or she is in default.

3. Default in payment of Dues

The membership of any member, who fails to pay dues by 31 October shall be deemed to have terminated and their name shall be dropped from the rolls.

## **Article VI-Governing Body**

1. The Society shall be governed and organized by a Board of Directors as hereinafter provided for.

2. Powers of Directors

The Board of Directors, as governing body of the Society, shall exercise all the powers of the Society.

3. Eligibility

No person shall be eligible to be a member of the Board of Directors who is not a member of the Society in good standing.

4. Number of Directors

The Board of Directors shall be constituted of ~~fifteen~~ five – ten (5 – 10) members of the Society, ~~five being elected to a three year term in each year.~~

5. Tenure of Directors

Each director shall be elected for a term of ~~three (3)~~ two (2) years. No director shall serve for more than ~~two~~ three terms (6 years) consecutively.

6. Election of Directors

Before the October Regular Meeting the President shall appoint a Nominating Committee ~~as needed. of three members of which not more than one shall be a~~ Director. At ~~any the November~~ Regular Meeting the Nominating Committee ~~shall~~ ~~may~~ submit the names of the appropriate number, or more, of persons for election as Directors to fill ~~the forthcoming~~ vacancies on the Board of Directors. Additional nominations may be made by ~~any member at any time prior to a petition signed by 10 per cent or more of the membership. Such a signed petition shall be in the hands of the Recording Secretary not later than~~ 1 December. Elections to the Board of Directors shall be at the Annual General Meeting of the Society, and, if contested, the election shall be by secret ballot of those qualified members present.

7. Vacancies in the Board of Directors

In the event of a vacancy occurring in the Board of Directors, whether by resignation, death, or otherwise, the unexpired term shall be filled by an interim appointment approved by a majority vote of the remaining directors at their next meeting, even though less than a quorum may be present.

8. Quorum

The presence of ~~eight (8)~~ five (5) Directors at any meeting shall be necessary for the transaction of business.

9. Termination of Directorship

A directorship in the Society shall terminate upon the death of a Director but may also be terminated by resignation, or resolution of the Board of Directors. Any Director who fails to attend three consecutive Board meetings, without a reason acceptable to the Board, shall be deemed to have resigned.

10. Regular meetings of the Board of Directors.

The Board of Directors of the Society shall meet at least five times each year in the months of January, March, May, August and November, or at such other times as the Board of Directors shall determine.

11. Special meetings of the Board of Directors.

The Board of Directors shall be convened for a special meeting for any purpose or purposes, at any time, by the President, or, in his or her absence or inability or refusal to act, by any two (2) Directors.

12. Manner of giving notice of such Meetings.

All Directors shall be notified by mail or electronic communication of the time and place of any meeting of the Board of Directors, not less than one week prior to such meeting.

## **Article VII Officers**

1. The Officers of the Society shall consist of a President, a Vice President, a Recording Secretary, a Corresponding Secretary, and a Treasurer.

2. Eligibility

No person shall be an Officer of the society who is not concurrently a Director of the Society.

3. Election of Officer

The Officers of the Society shall be appointed annually by the Board of Directors during their January meeting. The President shall appoint a Nominating Committee as needed at the November Board meeting consisting of three (3) members of the Board and they shall propose a slate of Officers for the ensuing year. Each shall hold office until he or she shall resign or shall be removed or otherwise be disqualified to serve, or until his or her successor shall be elected.

4. Term of Officers

Each Officer shall serve for a term of one (1) year. Any Officer may be re-elected, if qualified, but for no more than three consecutive terms.

5. Duties of the President

The president shall conduct all meetings of the members and the Board of Directors, and shall have general supervision of the affairs of the Society. The President shall make reports to the Board of Directors and members, and shall perform all other such duties as are incidental to the office or are properly required by the Board of Directors to ensure the smooth organization and conduct of the Society.

6. Duties of the Vice President

The Vice President shall act as a deputy for the President and shall exercise the functions of the President during the absence or disability of the President. He or she shall also have such powers and discharge such duties as may be required from time to time by the Board of Directors.

7. Duties of the Recording Secretary

The Recording Secretary shall be the custodian of the Society's records, except those which are specifically assigned to others. The Recording Secretary shall keep minutes of all meetings of the Board of Directors and of the Annual General Meeting of the membership. He or she shall keep a register, or roster, of the qualified members, and shall perform such other duties as are incidental to the office or are required by the Board of Directors.

8. Duties of the Corresponding Secretary

The Corresponding Secretary shall issue proper notices for all meetings of the membership and of the Board of Directors. He or she shall conduct the correspondence of the Society and shall perform such other duties as are incidental to the office or are required by the Board of Directors.

9. Duties of the Treasurer

The Treasurer shall receive, deposit and manage all monies belonging to the Society and shall make payments only in such manner as the Board of Directors may from time to time determine. He or she shall provide a Balance Sheet for the previous fiscal year and make a Financial Report to the membership at the Annual General Meeting. An audit of the treasurer's records for the previous fiscal year shall be made during the first week in September by an Auditing Committee consisting of three members of the Society appointed by the President.

10. Vacancies

A vacancy in the office of President, Vice President, Recording Secretary, Corresponding Secretary, or Treasurer shall be filled by an appointment by the Board of Directors at a regular meeting, or at a special meeting called for that purpose, even though less than a quorum be present. An officer thus appointed shall hold office for the unexpired term of his or her predecessor.

11. Records

All officers shall upon expiration of their terms of office deliver to their successors the records of their office, either hard or soft copies.

## **Article VIII Committees**

1. Appointment; functions; terms

The President may appoint, subject to the approval of the Board of Directors, such standing or temporary committees from time to time as may be deemed suitable, necessary or convenient to accomplish, or to aid in accomplishing, the purposes of the Society. The powers and duties of and the length of terms, and the members of such committees shall be prescribed by the Board of Directors.

3. Quorum

Unless otherwise provided for in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

4. Vacancies

Vacancies in the membership of any committees may be filled by the president, subject to the approval of the Board of Directors.

5. Rules

Each committee may adopt rules for its own government not inconsistent with these by-laws or with the rules adopted by the Board of Directors.

6. Standing Committees

The Standing Committees of the Society may be designated such as:

Membership

Plant Display Sales

Plant Discussion

Audio/Visual Equipment

Speaker Programs

Special Events

Publications Publicity

Website Management and Electronic Communications

Meeting Reception

Field Trips

Newsletter

and each of these committees shall report to the Board of Directors as required.

## **Article IX - Fiscal Year**

1. The fiscal year of the Society shall begin on the first day of September and end on the last day of August in each year.

## **Article X - Contracts, Checks, Deposits, Funds, Gifts**

1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Society, in addition to the officers so authorized in these by-laws, to enter into any contract or execute and deliver any instrument in the name of the Society, and such authority may be general or confined to specific instances.

2. Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Society shall be signed by the Treasurer.

3. Deposits

All funds of the Society shall be deposited from time to time to the Credit of the Society in such banks, trust companies or other depositories as the Board of Directors may from time to time determine.

4. Gifts to the Society

The Board of Directors may accept on behalf of the Society any contribution, gift, bequest, or device for the general purposes or any special purpose of the Society.

5. Investments

Investments of the funds of the Society shall from time to time be determined by resolution of the Board of Directors.

6. Gifts by the Society ~~i.e. Scholarships~~

In order to further the objectives of the Society, the Board of Directors may authorize monetary gifts to worthy organizations or individuals, ~~i.e. scholarships~~. The general membership shall be notified of all such gifts. Approval of the general membership shall be required for any single gift in excess of \$250 and gifts which aggregate in excess of \$500 dollars for any one fiscal year.

## Article XI -Amendments to the By-laws

1. Manner of amending the by-laws

New by-laws may be adopted, amended or repealed, or these by-laws may be amended or repealed, *by* the affirmative vote of two thirds of the Directors present at a regular or special meeting of the Board of Directors called for such purpose and at which a quorum is present, or by the membership as is provided for and authorized by law. A copy of the proposed amendment or new by-law shall be included in the notice of such meeting mailed to each Director.

2. Amending Article VI, para 4.

Any amendment to Article VI, para 4 of these By-Laws, increasing or decreasing the number of Directors of the Society, shall not become effective until approved by an affirmative vote of a majority of the members present at an Annual General Meeting, a Regular Meeting, or a Special Meeting called for such purpose and, in each case, at which a quorum is present.

## Bylaws of Western Horticultural Society-History

Adopted as revised, May 21, 1987

Revision of May 21, 1987 keyed into computer -typos retained; underlines converted to bold, 3/23/93.

Amended Article V, para 3, November 15, 1994: default date was "1 January" (change effective September 1, 1995.)

Note: Other earlier changes may have been made and voted upon by the society, but the amended document was not kept in chapter records until February 2020.

The following amendment was added in March 2009 but is proposed to be eliminated entirely due to changes in the structure in the Pacific Horticulture Society:

### ~~Article XII—Pacific Horticulture Sponsorship & Representatives~~

- ~~1. There will be up to three representatives from the Society who serve on the Pacific Horticulture Board. They are confirmed by vote of the Board of Directors.~~
- ~~2. At least one of the representatives will be on or have been F on the Society Board of Directors. All representatives must be a current member of the Society.~~
- ~~3. Each representative will have an allowance for personal expenses incurred with the amount to be decided and voted on by the Society Board of Directors~~