

Code of Bylaws of the Indianapolis Hosta Society, Inc.

Adopted August 17, 1998
Amended March 17, 1999
Amended February 3, 2002
Amended April 10, 2006
Amended February 9, 2009
Amended January 19, 2018

ARTICLE I NAME

Section 1.1. Name.

The name of this Corporation shall be the Indianapolis Hosta Society, Inc., hereinafter referred to as "Corporation".

ARTICLE II PURPOSES

Section 2.1. Purposes.

The purposes of the Indianapolis Hosta Society, Inc., are:

- (A) To stimulate the knowledge and love of the genus Hosta and companion shade plants;
- (B) To educate the public about the genus Hosta and companion shade plants;
- (C) To cooperate with the American Hosta Society, a 501 (c) (3) corporation, with respect to its goals and purposes;
- (D) To perform any purpose which nonprofit corporations are authorized under the Nonprofit Corporation Act of 1991 ("the Act").

ARTICLE III MEMBERSHIP

Section 3.1. Classes.

The Corporation shall have two (2) classes of members:

- (A) Regular Members – Regular members can be individual or family, and all shall have the same rights and privileges;
- (B) Honorary Members – Honorary membership may be conferred by a two-thirds (2/3) vote of the members present at a regular business meeting on any member whose long association and service to the Corporation merit this mark of recognition. Honorary members are not required to pay dues and have all the same rights and privileges as regular members.

Section 3.2. Dues.

Membership dues may be assessed as authorized by the Board of Directors.

ARTICLE IV MEETINGS OF MEMBERS

Section 4.1. Meetings.

Regular meetings shall be held on the second Monday of each month from March to November unless otherwise specified by the Board. An annual meeting of the members shall be held in November for the purpose of electing officers for the Board of Directors and for the transaction of such other business as may come before the Corporation.

Section 4.2. Special Meetings.

Special meetings of the members may be called by the President, the Board of Directors, or not less than one-third of the members having voting rights.

Section 4.3. Place of Meeting.

The Board of Directors may designate any place, either within or without the State of Indiana, as the place of meeting for any regular membership meeting or for any special meeting called by the Board of Directors, except that the annual membership meeting shall be held within the State of Indiana.

Section 4.4. Notice of Meetings.

Details of Society meetings and events stating date, time and place will be made electronically by the Communications and Publicity Chairperson. For people who have no means of electronic communication, they will be contacted by Membership Chairperson.

Section 4.5. Informal Action by Members.

Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without meeting if consented to in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 4.6. Quorum.

Ten percent (10%) of the membership or twenty-five (25) members, whichever is less, is considered a quorum.

Section 4.7. Proxies.

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or their duly authorized attorney-in-fact and submitted to the Recording Secretary at least two (2) days prior to the meeting at which the vote is to be taken. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Section 4.8. Voting List.

The Membership Chairperson of the Corporation shall keep at all times, at their principal residence a complete and accurate list of all members entitled to vote at any meeting of the members which may be inspected by any member, for any purpose, at any reasonable time.

ARTICLE V BOARD OF DIRECTORS

Section 5.1. General Powers.

The control and management of the affairs of the Corporation shall be vested in its members and carried out by the acting Board of Directors, which consists of the elected officers plus the Membership chairperson, the Communication and Publicity chairperson, the Website/Yearbook coordinator and the Hospitality chairperson. Directors must be members of the Corporation.

Section 5.2. Number and Tenure.

The number of Directors shall not be less than three (3) nor more than twelve (12). Each Director who is an elected officer shall hold office for a term of two (2) years or until their successor shall have been elected. With the exception of the Treasurer, each Director shall be eligible for consecutive reelection only once. The members of the Corporation shall have the right to increase or decrease the number of Directors, within the limits prescribed by the Articles of Incorporation, by a vote of the majority at a meeting for which notice of such purpose was given.

Section 5.3. Meetings.

Meetings of the Board of Directors may be called by the President.

Section 5.4. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors.

Section 5.5. Notice of Special Meetings. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail, telegram, facsimile or electronic mail to each Director at their address as shown by the records of the Corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these bylaws.

Section 5.6. Quorum.

A majority of the entire Board of Directors shall constitute a quorum. However, when filling vacancies occurring in the Board of Directors, a majority of the existing Directors shall constitute a quorum.

Section 5.7. Manner of Acting.

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 5.8. Informal Action by Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if prior to such action a written consent to such action is signed by all members of the Board or of such committee as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or committee.

ARTICLE VI OFFICERS

Section 6.1 Officers.

The Officers of the Corporation shall be elected by the members at a meeting held in November from a slate of officers prepared by the Nominating Committee and presented at the regular meeting in October. The officers to be elected shall be as follows:

In even years: President, First Vice President, Second Vice President, and Corresponding Secretary.

In odd years: Recording Secretary and Treasurer.

Section 6.2. Election and Term of Office. The officers of the Corporation shall be elected for a term of two years and shall assume their duties on January 1 following their election.

Section 6.3. President.

The President shall be the chief executive officer of the Corporation. The person shall preside at all meetings of the Board of Directors and membership. Under the Board's direction the person shall have general supervision over the affairs of the Corporation and over the other officers, including appointing delegates and committees. The person shall sign all written contracts of the Corporation. The person shall sit as an ex-officio member of all the Committees except the Nominating Committee. Also, the person shall perform all such other duties as are incident to this office. The outgoing President shall be an ex-officio member of the Board for one (1) year and shall act in the advisory capacity only.

Section 6.4. First Vice President.

The First Vice President shall perform the duties specified in Section 6.3 of this Article in the absence or disability of the President. The person shall serve as chairperson of the Program Committee and also shall be responsible for arranging programs for regularly scheduled meetings of the Corporation and for other activities as determined by the

President or the Board. In addition, the person shall perform duties and assignments which may from time to time be delegated by the President or the Board.

Section 6.5. Second Vice President.

The Second Vice President shall perform the duties specified in Section 6.3 of this Article in the absence or disability of both the President and the First Vice President. The person shall serve as chairperson of the Project Committee. The person shall be responsible for activities of the Corporation scheduled in addition to regular meetings, such as, but not limited to, hosta shows and sales, local garden tours and exhibits, unless responsibility for an activity has been specifically delegated or assigned to another officer or member by the President or Board. In addition, the person shall perform duties and assignments which may from time to time be delegated by the President or the Board.

Section 6.6. Treasurer.

The Treasurer shall have custody of all monies and securities of the Corporation. The person shall pay out monies only upon order of the Board or the Corporation. The person shall make a report at each meeting and submit an annual report at the March meeting. The person shall perform all such other duties as are incident to this office as Treasurer.

Section 6.7. Recording Secretary.

The Recording Secretary shall provide that minutes of all meetings of the Board of Directors and general membership be adequately kept. The person shall have responsibility for all corporate books, records and papers, and any and all written contracts of the Corporation and shall be the custodian of the corporate seal. The person shall perform all such other duties as are incident to the office.

Section 6.8. Corresponding Secretary. The Corresponding Secretary shall attend to the general correspondence of the Corporation and any or all other duties as directed by the President.

Section 6.9. Vacancies.

Vacancies among elected and appointed officers occurring during the terms thereof shall be filled by the Board of Directors.

In the event that the Nominating Committee is unable to submit candidates for any office at the time designated in the Bylaws, the Committee shall continue to seek candidates for the unfilled office until the next meeting of the Board of Directors. If no candidates are submitted at that Board meeting, the Board of Directors shall determine how to resolve the problem of the unfilled office.

ARTICLE VII COMMITTEES

Section 7.1. Standing Committees.

The Standing Committees shall be as follows: Program, Project, Membership, Communications and Publicity, Website/Yearbook, Hospitality, Hosta Shows, Plant Sales and Nominations.

Section 7.2. Nominating Committee. The Nominating Committee shall consist of three members. This Committee is responsible for preparing a slate of officers to be presented to the Board and the Corporation in October for election in November. The President may not be a member of this Committee.

Section 7.3. Program Committee.

The Program Committee shall have the year's programs arranged by January 31st in order that the yearbooks may be printed in time for the first meeting of the new year in March.

Section 7.4. Project Committee

The Project Committee shall have the year's projects and activities arranged by January 31st in order that the yearbooks may be printed in time for the first meeting of the new year in March.

Section 7.5. Membership Committee. The Membership Committee, shall collect dues and register members, sending appropriate materials as needed. Detailed reports of monetary transactions are to be provided to the Treasurer. A complete list of members is to be submitted to the Website/Yearbook coordinator by January 31st. The Membership Committee is also responsible for making available membership applications and information at plant sales, hosta shows or other public events of the Corporation. For regular Society meetings, the Membership Committee shall greet members and guests.

Section 7.6. Communications and Publicity Committee.

The Communications and Publicity Committee is responsible for all correspondence between the Corporation and the media. This Committee shall publish information about plant sales, cut leaf shows and other Corporation events of interest to the public, and shall maintain a file of the articles.

Section 7.7. Hospitality Committee.

The Hospitality Committee, where necessary, shall arrange for refreshments at meetings and events.

Section 7.8. Hosta Show Committee.

The Hosta Show Committee is responsible for planning an annual hosta show that shall be open to the public. This Committee shall provide information about the hosta show arrangements to the Website/Yearbook Coordinator by January 31st.

Section 7.9. Plant Sales Committee.

The Plant Sales Committee shall be responsible for annual plant sales and auctions. This Committee shall provide information about planned activities to the Publication Committee by January 31st.

Section 7.10. Website/Yearbook Committee.

The Website/Yearbook Committee shall prepare an annual yearbook to be presented to members at the regular March meeting. The yearbook shall include information about members, programs, plant sales, activities, officers, committees, bylaws, and other items that may be of interest to the general membership.

Section 7.11. Miscellaneous.

Special committees will be appointed by the President as needed.

ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 8.1. Contracts.

The Corporation may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 8.2. 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 Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by, resolution of the Board of Directors. Such instruments shall be signed by the Treasurer, or in the absence of the Treasurer, by the President or a Vice President of the Corporation.

Section 8.3. Deposits.

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

Section 8.4. Gifts.

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

ARTICLE IX BOOKS AND RECORDS

Section 9.1. Books and Records.

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the principal

office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or their agent or attorney, for any proper purpose at any reasonable time.

ARTICLE X FISCAL YEAR

Section 10.1. Fiscal Year.

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XI CORPORATE INDEMNIFICATION

Section 11.1. Indemnification.

To the extent consistent with the law of the State of Indiana, every person (and the heirs and personal representatives of such person) who is or was a director or officer of the Corporation shall be indemnified by the Corporation as provided in the Act.

ARTICLE XII AMENDMENTS TO BYLAWS

Section 12.1. Amendments.

These bylaws may be amended by a two-thirds (2/3) vote of the membership present at a regular meeting, notice of the proposed amendments having been given in writing at the previous regular meeting or by mail prior to the meeting at which voting on amendments will occur.

ARTICLE XIII PARLIAMENTARY AUTHORITY

Section 13.1. Parliamentary Authority. The most recent edition of Robert's Rule of Order shall govern this organization in all cases not covered by the bylaws or special rules of the Corporation.