

## **BYLAWS OF REGION 12 OF THE AMERICAN HEMEROCALLIS SOCIETY**

### Article 1. Name.

The name of this corporation is American Hemerocallis Society Region 12, Inc., hereinafter referred to as the "Region".

Article 2. Purpose. The Region is a non-profit organization. The Region is organized exclusively for educational and scientific purposes, and especially to promote, encourage and foster the development and improvement of the genus *Hemerocallis* and public interest therein. These purposes are expressly limited so the Region qualifies as an exempt organization under Section 501(c)(3) of the U. S. Internal Revenue Code of 1954 or the corresponding provision of any future U. S. Internal Revenue Law.

### Article 3. Members.

Section 1. AHS Membership. Except as provided in Section 2 below, all members of the American Hemerocallis Society, Inc. ("AHS") that reside in the state of Florida who are in good standing automatically become members of the Region by virtue of having paid dues to the AHS. The membership classes set forth in AHS's Bylaws shall be applicable to the members of the Region and eligibility to vote shall be determined in accordance with the provisions of AHS's Bylaws. Organizations that are members of AHS shall be deemed to reside in the state in which the organization holds the majority of its meetings. There are no Region dues.

Section 2. Exception to General Membership Rule. In addition to those persons who are granted membership in the Region pursuant to Section 1, those persons whom the AHS has authorized to become members of the Region pursuant to the provisions in AHS's Bylaws that allow for a change of region, shall be members of the Region and likewise those persons who would otherwise be members of the Region by virtue of their state of residence whom the AHS has authorized to become members of another region shall not be members of the Region.

Section 3. Termination of Membership. The membership of any member as a member of the Region who fails to renew their membership in the AHS by failing to pay annual dues to AHS, who resigns from the AHS or whose membership in the AHS is otherwise terminated for any reason, shall terminate upon the termination of such person's AHS membership.

Section 4. Newsletters. Each member of the Region shall be entitled to receive the regional newsletters published by the Region.

### Article 4. Officers.

Section 1. Positions. The officers of the Region are:

Regional President ("RP")  
Regional Publicity Director ("RPD")

Treasurer  
Secretary

The RP is the chief executive officer of the Region.

Section 2. Term of RP. The term of office of the RP shall not be for more than two (2) consecutive terms of two (2) calendar years each. A person who has previously served as RP who has been out of office for two (2) consecutive years may be elected to serve another two (2) consecutive terms of two (2) years each

Section 3. Nominating Committee for Election of RP. The RP shall be elected by members of the Region. Nominations for the position of RP shall be made by a nominating committee of three members from the Region who shall be elected by a majority vote of the regional members at the annual regional meeting preceding the annual regional meeting at which the election is conducted (or in the case of elections conducted by ballot the annual regional meeting at which the results of the election are announced). Only one of the three members can have served on the nominating committee during the prior election of a RP and under no circumstances can a member serve more than two consecutive terms on the nominating committee. Any candidate for RP nominated by the nominating committee shall meet the requirements for a RP set forth in the AHS Bylaws.

Section 4. Procedures for Election of RP The committee shall send to the membership a ballot for voting by insertion in the regional newsletter or by first class United State mail at least forty-five (45) days prior to the annual regional meeting with the committee's nomination and with space for write-in candidates. The ballot must be signed and returned to the chair of the nominating committee hand delivered or postmarked no later than fifteen (15) days prior to the date of the annual regional meeting. The nominating committee shall count the ballots and ascertain that all ballots are from active members as certified by the Secretary of AHS through the mailing labels provided for the regional newsletter in which the ballot appears. The election shall be determined by a plurality of the votes cast. The results will be reported to the regional membership at the annual regional meeting and to the AHS President.

Section 5. Appointment of Other Officers. The RP shall appoint all other regional officers. The name of the newly-elected RP and the names of the other officers appointed by the newly-elected RP must be presented to the AHS Board of Directors prior to their fall board of directors meeting for ratification in accordance with the procedures contained in the AHS Bylaws currently applicable to Regional Vice Presidents as same may be hereafter amended to, among other things, reflect the change in the form of the governance of the AHS regions.

Section 6. Duties of Officers. The RP and the other officers appointed by the RP shall take office on January 1 of the year following the year in which the RP is elected and ratified. The RP shall conduct an annual business meeting and arrange for the publishing of the regional newsletter. The RP and the other officers shall perform the duties prescribed in the Guidelines adopted by the AHS Board of Directors as currently in effect and as same be hereafter amended to, among other things, reflect the change in the form of the governance of the AHS regions. The

RP and the other officers shall also perform the duties prescribed from time to time by the Region's Board of Directors to the extent that the duties so prescribed are not inconsistent with the foregoing Guidelines. Service as an officer, director or as a member of any committee of the Region shall be voluntary and without compensation. Ordinary and necessary expenses incurred by such persons on behalf of the Region in the performance of their duties will be reimbursed by the Region if adequate funds are available.

Article 5. The Region's Board of Directors.

Section 1. Composition of the Region's Board. The Region shall have a three (3) person Board of Directors. The Region's Board of Directors shall include the RP, the RPD and the Treasurer.

Section 2. Removal Powers. The Region's Board of Director's shall have the power to remove any of the officers of the Region. Upon removal from office, the person so removed shall cease to be a member of the Region's Board of Directors. Any vacancy among the officers, whether caused by removal or otherwise, other than a vacancy in the office of RP shall, be filled by the RP, subject to ratification by the AHS Board of Directors. In addition, removal of any officer or director of the Region or the filling of any vacancy in the office of RP may be accomplished in the manner prescribed by the AHS Bylaws.

Section 3. Regional Board Meetings. The annual meeting of the Region's Board of Directors shall take place within two (2) days prior to or following the annual business meeting of the Region at such time and place as the RP shall determine. Written notice of the annual meeting of the Region's Board of Directors shall be given to each member of the Region's Board of Directors at least thirty (30) days in advance of such meeting. Special meetings of the Region's Board of Directors may be called by the RP. Written notice of the time, place and purpose of any special meeting shall be given to the members not less than forty-eight (48) hours in advance of the meeting. A full report of the transactions of all Regional Board of Director's meetings shall be published in the next issue of the official publication of the Region and shall constitute due notice of the actions taken and rulings made.

Article 6. Meetings.

Section 1. Annual Members' Meeting. An annual business meeting of the Region shall be held each year at any appropriate time and place as determined by the RP. Written notice of the time and place of such meetings shall be given to each member at least thirty (30) days in advance of such meeting. Notice printed in the Region's newsletter at least thirty (30) days in advance of such meeting shall constitute sufficient notice of the meeting. Any notice that is timely published in the Region's newsletter may be amended by written notice sent by first class mail mailed not less than ten (10) days before the date of the meeting, provided that such amendment does not alter the date, time or place of the meeting. A report of the annual meeting shall be made to the members as soon as possible following such meeting, and shall constitute due notice of the actions taken and the rulings made.

Section 2. Special Members' Meetings. Special meetings of the Region may be called by the RP. Written notice of the time, place and purpose of any special meeting shall be given to the members not less than thirty (30) days in advance of the meeting.

Section 3. Meeting Procedures. All meetings shall be called and conducted in conformity with applicable law and in conformity with such rules prescribed by the Region's officers consistent with applicable law and the adopted parliamentary authority.

Section 4. Quorum. Five percent (5%) of the members of the Region shall constitute a quorum at any regular or special business meeting of the Region.

Section 5. Action in Lieu of Members' Meeting. Any action that could be taken by members at an annual meeting or at a special meeting may be approved by written ballot. If action is to be taken by written ballot, the Region shall deliver a written ballot to every member entitled to vote on the matter. A written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballots. All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirements; state the percentage of approvals necessary to approve each matter other than election of directors; and state the time by which a ballot must be received by the Region in order to be counted. A written ballot shall not be revoked. A written ballot may be delivered and a vote may be cast on the ballot by electronic transmission. An electronic transmission of a written ballot shall contain or be accompanied by information indicating that a member, a member's agent, or a member's attorney authorized the electronic transmission of the ballot.

#### Article 7. Committees.

Section 1. Appointment. The RP shall appoint the chairman to head all necessary standing and special committees, other than the nominating committee. The RP may name the members of such committees or delegate this power to the chairman of the committee. Committee chairmen shall report to the RP.

Section 2. Audit Committee. The Region shall have an audit committee who shall cause an audit of the Region's finances to be conducted at the end of each two (2) year term of the RP or anytime there is change in identity of the Region's treasurer. No member of the Region's Board of Directors may serve on the audit committee.

Article 8. Limitations. Notwithstanding any other provisions of these Bylaws, the Region shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization to which deductible contributions may be made under section 170(c)(2) of the Internal Revenue Code.

Article 9. Dissolution. Upon the dissolution of the Corporation, the officers shall, after payment or making provision for the payment of all liabilities of the Region, dispose of all of the assets of the Region by distributing same to AHS, which is a Section 501(c)(3) corporation or if AHS is not then in existence or is not a 501(c)(3) organization at that time, to any Section 501(c)(3) organization organized and operated exclusively for scientific and educational purposes similar to those of AHS.

Article 10. Parliamentary Authority. Except as provided in this Article, Roberts Rules of Order, Newly Revised shall govern all meeting procedures not provided for in the Bylaws. The provisions of Roberts Rules of Orders that govern the conduct of a committee meeting by the chairman of the committee shall apply to meetings of the Region's Board of Directors and the provisions of Roberts Rules of Order that would otherwise govern the conduct of a meeting of the Region's Board of Directors by the chairman shall not apply.

Article 11. Amendment of Bylaws.

Section 1. Amendment by Regional Action. The Bylaws may be amended on recommendation and approval of the Region's Board of Directors, followed by a concurring approval by a two-thirds vote of the members at the annual business meeting of the Region. The notice of any meeting of the members at which approval of an amendment to the Bylaws is sought must state that the purpose or one of the purposes, of the meeting is to consider the proposed amendment and contain or be accompanied by a copy or summary of the amendment. If approval of the members is sought by written ballot, the material soliciting the approval shall contain or be accompanied by a copy or summary of the amendment. Amendments may be initiated at the annual business meeting of the Region by a two-thirds vote of members and followed by a concurring two-thirds vote of the Region's Board of Directors at its next regular or special called meeting. In either case, the effective date of the amended Bylaws shall be the date of the concurring approval, in the absence of another effective date being specified in an amendment or amendments.

Section 2. Amendment by AHS Action. In the event of any conflict between these Bylaws and the AHS's Bylaws, the AHS's Bylaws shall control. These Bylaws shall not contain any provision which would prevent the Region from qualifying under the AHS's group exemption letter for purposes of qualifying AHS and each of its regions as Section 501(c)(3) organizations for Internal Revenue Service purposes and any provision contained in these Bylaws that would disqualify the Region from inclusion under such group exemption letter shall be null and void. Notwithstanding the foregoing, AHS shall have the power to amend these Bylaws by acting in the manner set forth in AHS's Bylaws. Any amendment to the Bylaws of a region made by AHS shall not be subject to amendment by the Region by virtue of any provision contained in these Bylaws which otherwise provides for the amendment of the Region's Bylaws unless the Region first requests and obtains a resolution from the AHS's Board authorizing the Region to seek an amendment of its Bylaws in accordance with the procedures otherwise contained herein. Nothing contained in the preceding sentence shall prevent the Region from amending its Bylaws as to any subject matter that has not been amended by the AHS.

Article 12. Regional Director of the AHS. The Bylaws of the AHS are structured so that each region of the AHS elects a regional director of the AHS. The members of the Region shall be responsible for electing a regional director of the AHS and the Region shall be responsible for conducting the election of the regional director of the AHS. The election of the regional director of the AHS shall be conducted in accordance with the provisions for same contained in the AHS Bylaws for election of regional directors of the AHS, which provide for alternative methods of conducting elections that are substantially similar to methods of conducting elections for RP as set forth in Article 4, section 4 hereinabove. If a Region has not otherwise selected a method of conducting its elections for regional director of the AHS as contemplated by the AHS Bylaws, the method of conducting its election for RP selected in Article 4, section 4 hereinabove shall apply to the Region's election of its regional director of the AHS.

Article 13. Transition Provisions. Notwithstanding anything contained herein to the contrary, the person serving as the existing Regional Vice President of the Region shall become the Regional President effective upon the incorporation of the Region, and the initial terms of the officers of the Region (including the redesignated position of Regional President) shall consist of the balance of their unexpired terms prior to the incorporation of the Region. The initial terms of the directors of the Region shall coincide with the terms of the officers of the Region. Nor shall anything contained herein have any affect on the term of the AHS director elected by the Region who is then serving as a director of the AHS. For purposes of Section 2 of Article 4 limiting the number of consecutive terms of the Regional President, all service as Regional Vice President prior to the incorporation of the Region shall be taken into account. The elimination of any position previously considered to be an officer position prior to the incorporation of the Region shall not have any effect on the duties, responsibilities or term of any person holding such position and sole effect of the elimination of the position in the bylaws shall be that such person shall no longer be considered an officer of the Region.