

BYLAWS
of the
THE GESNERIAD SOCIETY, INC.

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***NOTES:** All references to publication of information in specific month issues of Gesneriads shall be taken to mean publication in the next closest issue. This reflects the change from six (6) issues per year to four (4) issues per year. E.V. 7/97*

**BYLAWS
of the
THE GESNERIAD SOCIETY, INC.**

**ARTICLE I
Name and Purpose**

Section 1. Name - This Society shall be known as The Gesneriad Society, Inc., organized for non-profit, hereinafter known as The Gesneriad Society, Inc.

The Gesneriad Society, Inc has been formed under not-for-profit laws of Missouri for public purposes and it shall be nonprofit and non-partisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

Section 2. Purpose - The purpose of the Society shall be to afford a convenient and beneficial association of persons interested in the gesneriad plant family (Gesneriaceae); to stimulate a wide-spread interest in gesneriads; to gather and publish reliable information about the identification, correct nomenclature, culture, propagation, and conservation of gesneriads; and to encourage the origination, introduction, and conservation of gesneriad species and cultivars. [Section 2 amended July 4, 2013]

Section 3. Publications - The official publication of the Society shall be the journal *Gesneriads*, which shall be mailed to all members of the Society.

**ARTICLE II
Membership and Dues**

Section 1. Eligibility - All persons interested in gesneriads shall be eligible for membership in the Society, subject to the approval of the Board of Directors. The Board of Directors may revoke the membership of any member for just cause.

Section 2. Classes of Membership - There shall be three (3) classes of membership, known as Individual, Household and Life, and such other classes of membership as the Board of Directors may deem necessary for the operation of the Society. All classes of membership except Life Memberships shall be on an annual basis. Dues for membership shall be payable in advance.

Section 3. Individual Membership - Any person shall be eligible for an Individual Membership. An Individual Membership shall be entitled to one vote in person at any membership meeting or for any matter on which the membership is asked to vote. Other benefits of membership shall include the Society's journal, *Gesneriads*, access to the seed fund, and additional benefits that the Board of Directors may establish.

Section 4. Household Membership - All persons living at the same address shall be eligible for a Household Membership. The Household Membership shall be entitled to one (1) copy of *Gesneriads*. All named individuals in the household shall be entitled to vote in person at any membership meeting or for any matter on which the membership is asked to vote, and to all the other benefits of Individual membership.

Section 5. Individual Life Membership - Any person shall be eligible for Individual Life Membership. A Life Membership shall be entitled to all the benefits of Individual Membership for the duration of the membership. Upon payment of the Life Membership fee, the Life Member shall be exempt from payment of additional dues. A Life Membership fee shall not be refunded for any reason. However, a Life Membership may be terminated at the request of the Life Member or his or her representative. A Life Membership expires when the member is deceased.

Section 6. Dues - The Board of Directors shall recommend Individual Membership dues to the membership, which shall be voted upon at any subsequent membership meeting, provided notice of any proposed change shall have been previously announced to all members as provided in Article V, Section 2. The Board of Directors shall set Household Membership dues at no more than ten percent (10%) above the Individual Membership dues, Life Membership fees at no more than twenty (20) times the annual Individual Membership dues, and dues for subsequent classes of membership with different benefits and for multi-year memberships, based on the Individual Membership dues. The Board of Directors shall also determine the appropriate postage fees for the delivery of *Gesneriads* to locations outside the United States and may offer alternate delivery methods for the journal *Gesneriads* for one or more membership classes, with appropriate adjustments to the dues for those classes. The President shall determine the share of dues for each membership class allocated to the journal *Gesneriads*, subject to the approval of the Board of Directors.

Section 7. Journal Subscription - Organizations, affiliates, chapters, and other groups specified by the Board of Directors may purchase annual subscriptions to the journal *Gesneriads*. The annual subscription fee shall be at a rate established by the Board of Directors, but not less than 100% of the annual dues rate for an Individual Membership. The Board of Directors may establish rates for subscriptions delivered outside the United States and for multi-year subscriptions. Each annual subscription will consist of a single copy of each issue of *Gesneriads* mailed to the address of the organization, affiliate, or chapter, for the term of one year. A journal subscription offers none of the benefits of membership. [Entire Article and above Sections amended July 5, 2012]

ARTICLE III Government

Section 1. The Honorary Officers - The Honorary Officers of the Society shall be the society's founder, Elvin McDonald; and *The Gloxinian*'s (now *Gesneriads*) original coeditor, Peggy Schultz.

Section 2. Elected Officers - The elected officers of the Society shall be a President, a First Vice-President, a Second Vice-President, a Recording Secretary, and a Treasurer, each being a current director. Officers shall be elected at a regularly scheduled meeting of the Board of Directors designated for that purpose and they shall serve for two (2) years and thereafter until their successors are elected and take office. The Nominating Committee shall furnish the Board of Directors with a slate of nominees for the above offices. Nominations may also be made from the floor at this meeting by a Director with the consent of the nominee. Nominees for the office of President must have been a director for at least two (2) years; nominees for the offices of Vice-Presidents must have been directors for at least one (1) year. [amended 7/31/2021]

Section 3. Board of Directors - There shall be a Board of Directors to manage the affairs of the Society. This Board shall number twenty-one (21) each serving three (3) years, and seven (7) being elected each year and serving until their successors are elected. It is generally understood that, under ordinary conditions, Directors shall serve not more than two (2) consecutive elected terms. All Directors must be society members in good standing for their entire term. [Amended 6/25/93] [Amended 7/02/2015]

Section 4. Advisory Board - An Advisory Board of Past Presidents of the Society shall be formed to assist the President, assume the duties of chairmen of special Committees and give counsel to the Board of Directors. Each retiring President, upon completion of his term of office as a Director, shall be appointed to the Advisory Board. Members of this Board are invited to attend meetings of the Board of Directors and render advice on Society problems, but are prohibited from voting on any matter considered by the Board of Directors.

Section 5. Standing Committees - There shall be the following Standing Committees: Publications, Research Fund, Conventions, Finance, Nominating, and such other committees as may be required in the operation of the Society. Committee Chairmen other than the Chairman of the Nominating Committee shall be appointed by the President following the approval of the Board of Directors.

Section 6. Interest Groups – Interest groups may be established or discontinued from time to time by the Board of Directors. Members of The Gesneriad Society may form an interest group by making a presentation to the President and the Board of Directors, stating goals of the group, possible activities and benefits to members. The interest group will recommend, and the President will appoint, the chairperson of the interest group, who will become a committee chairperson. The Board of Directors will approve the creation of the interest group. Both members and non-members of The Gesneriad Society may join any interest group(s) upon payment of yearly dues for each group selected. Dues shall be established by each interest group. The funds raised by the collection of dues by the interest group shall be used for a newsletter, published at least three times per year, and special educational projects of the interest group. Gesneriad Society interest groups must provide a proposed annual budget and an annual activity report including a basic financial summary regarding income and expenses to The Gesneriad Society Board of Directors, to be included in the annual committee reports reviewed at the annual meeting of the Board of Directors. Interest groups shall assist The Gesneriad Society by furnishing materials and speakers for Society conventions and local Gesneriad Society chapter meetings when and where possible. [Amended July 7, 2011]

Section 7. Appointed Staff - A Membership Secretary, an Editor of *Gesneriads*, and other staff needed for the efficient operation of The Gesneriad Society, Inc shall be appointed by the President with the approval of the Board of Directors.

ARTICLE IV

Duties of Officers, Board of Directors, Staff, Committees

Section 1. President - The President shall have general management of the affairs of the Society; shall preside at all meetings of the membership and the Board of Directors; shall appoint with the approval of the Board of Directors a Membership Secretary, an Editor, a Business Manager of *Gesneriads*, a Parliamentarian, and such other staff members as are required from time to time; the chairman of, and prescribe and assign the duties of, the Standing and Other Committees; shall keep informed of all work of the Society and report thereon to the Board of Directors, and to the membership as may be deemed necessary or as the Board of Directors may require. The President shall be a member ex-officio of all standing

committees except the Nominating Committee.

Section 2. First Vice-President - The First Vice-President shall perform the duties of the President in the absence of the latter or whenever the President may be unable to perform the duties of his office. The First Vice-President shall also serve as the direct administrator of whatever committees or projects the President shall assign to the office with the approval of the Board of Directors and shall keep the President informed of all matters assigned to the office at regular intervals.

Section 3. Second Vice-President - The Second Vice-President shall perform the duties of the First Vice-President when the First Vice-President is absent or unable to perform the duties of the office and shall serve as the direct administrator for whatever committees or projects which shall be assigned to the office by the President with the approval of the Board of Directors and shall keep the President informed of all matters assigned to the office at regular intervals.

Section 4. Recording Secretary - The Recording Secretary shall be responsible for properly recorded minutes of meetings of the Board of Directors and of the Membership and for the preparation of such official correspondence of the Society as the Board of Directors or the President may direct.

Section 5. Treasurer - The Treasurer shall be responsible for the receipt and deposit of all monies of the Society, shall make authorized disbursements, by check only, to cover the expenses of the Society, and shall open and maintain investment and other accounts at the direction of the Finance Committee. All checks shall be signed by any two of the following five officers: President, First Vice-President, Second Vice-President, Recording Secretary and Treasurer. The Treasurer shall keep an accurate book record of all monies of the Society that are received and disbursed; and shall render financial reports of such monies, and of all related transactions, as the Board of Directors may require, but not less than on an annual basis at the end of the fiscal year. The Treasurer shall file documents related to the Society's tax-exempt status with governmental agencies as required. The Treasurer shall ensure that all publicly available financial and credit information regarding the Society is accurate and up to date. The Treasurer may, upon notification to the Board of Directors, delegate to an assistant specific responsibilities of this office except for the disbursement of funds and the filing of financial reports or documents with governmental agencies.

[Amended July 4, 2008]

Section 6. Appointed Staff -

The Membership Secretary shall be responsible for the collection and maintenance of an accurate record of membership dues of the Society and shall transfer all monies received to the Treasurer.

Editor of *Gesneriads* - Editor of *Gesneriads* shall be responsible for editing and publishing *Gesneriads* in accordance with policies prescribed by the Board of Directors and by the Bylaws.

Business Manager - The Business Manager of The Gesneriad Society, Inc. publications shall be a consultant on such business matters connected with The Gesneriad Society

The Parliamentarian - The Parliamentarian shall attend all Board and Membership Meetings and advise the President, the Board of Directors and members of The Gesneriad Society upon request on matters of parliamentary procedure, possible interpretations of any amendment to the Bylaws, etc., as these are pertinent to The Gesneriad Society and shall serve as chairman of the Bylaws Committee.

Appointed Staff shall have all the responsibilities and privileges of Board members except that of voting. Members may be elected to the Board and also be Appointed Staff provided they are not appointed to a position with a stipend.

Section 7. Board of Directors - The Board of Directors shall be the administrative and executive body of this Society, and shall make such regulations not otherwise restricted by these Bylaws as may be necessary for the good of this Society. They shall report their official actions to the membership at least once a year in print.

Section 8. Publications Committee - The Publications Committee shall be responsible for the planning and supervision of all Society publications except *Gesneriads*.

Section 9. Research Fund Committee - The Research Fund Committee shall be responsible for the direction of all Society sponsored research in the field of gesneriads.

Section 10. Conventions Committee - The Conventions Committee shall be responsible for the planning and supervision of all Society conventions.

Section 11. Finance Committee - The Finance Committee shall be responsible for all financial planning and budgetary control and shall present a budget for all Society activities for the following fiscal year to the Board of Directors; shall provide to the Board of Directors, on an annual basis, a report of all investments made during the previous year and the status of all existing investments; shall arrange for an annual review of the Treasurer's records, the report of which review shall be presented to the Membership at each Membership Meeting and printed in *Gesneriads*; shall arrange for an audit of all the financial records of the Society every third year, or more frequently if required by the Board of Directors, the report of which audit shall be distributed to the Board of Directors and made available to the Membership. The Finance Committee shall make all investment decisions regarding the Society's funds and, with the approval of the Board of Directors, may engage an independent financial advisor to consult on or oversee the Society's investments. The members of the Finance Committee shall be the Treasurer, the Business Manager, a chairperson and other members as may be appropriate, appointed by the President, with the approval of the Board of Directors. [Amended July 4, 2008]

Section 13. Nominating Committee - The Nominating Committee shall be responsible for recommendation of a slate of directors to be presented for election at Membership Meetings which have been designated for this purpose. The committee shall consist of a Chairperson and two additional members; no two members of the Nominating Committee shall be chosen from the same chapter, state, or province. Each member shall serve for a term of three (3) years with one member being elected each year by the Board of Directors. Members of the Nominating Committee shall not serve a second consecutive term. The Nominating Committee shall also be responsible for presenting a slate of nominees for the offices of President, First Vice-President, Second Vice-President, Recording Secretary, and Treasurer to the Board of Directors at the appropriate convention meeting. [amended 7/31/2021]

Section 14. Internet Communications Committee - The Internet Communications Committee shall coordinate the creation and maintenance of a presence on the Internet pertaining to The Gesneriad Society

ARTICLE V Meetings

Section 1. Board of Directors - One meeting of the Board of Directors shall be held at the annual convention. Normally, one other meeting of the Board of Directors shall be held each year at the call of the President with a minimum of thirty (30) days prior notice. The Directors may establish regular dates for meetings. Meetings of the Board may also be called by written request of a majority of the members of the Board filed with the Recording Secretary, who shall thereupon call a meeting of the Board. Five (5) members of the Board

shall constitute a quorum at all Board meetings. In lieu of a personal meeting of the Board of Directors, the President may submit any matter not restricted by these Bylaws to the Board by mail for action by a postal ballot. The results of such ballot, with all members of the Board on record as for, or against, or abstaining, on any proposal shall be sent to the Recording Secretary. Any postal ballot not received by the Recording Secretary within thirty (30) days of mailing of the request for action shall be considered an abstention. All approved postal actions shall be recorded by the Recording Secretary in the minutes of the subsequent Board meeting.

Section 1A: In lieu of a personal meeting of the Board of Directors, the President may submit a proposal on any matter not restricted by these Bylaws to the Board by e-mail or other electronic means. Members of the Board shall e-mail their comments on such proposal to all of the members of the Board. Thirty days after the President has submitted the proposal to the Board by e-mail, the President, by e-mail, shall call for a vote (if needed) on such proposal. [amended 7/4/19]

Section 1B: Any proposal acted upon by e-mail shall be considered passed if a majority of all of the Members of the Board approve of the proposal. Any Member who does not reply within ten days of the date the President submits the proposal for vote shall be deemed to have voted against the proposal. [amended 7/4/19]

Section 1C: The Secretary (or such other person designated by the President if the Secretary is unavailable) shall print and save all of the e-mails regarding such proposal as proof of the approval (or disapproval) of such proposal. [amended 7/4/19]

Section 2. Membership Meetings - Membership Meetings shall be held annually at the call of the Board of Directors. A quorum shall be those present at the meeting. Notice of the Membership Meetings of the Society shall be sent by the Recording Secretary to all members at least thirty (30) days before the date of such meeting. Such notice shall state briefly the matters to be considered or presented thereat to the extent that they are known to the Recording Secretary at the time of giving such notice, and shall also state the date and place thereof. Such notice shall be deemed to have been duly given to a member when printed in or enclosed with a copy of *Gesneriads*, mailed postage prepaid to the last known address of the member as it appears on the Society records.

ARTICLE VI Membership Elections

Section 1. Board of Directors - One class of Directors, as specified in Article III, Section 3 shall be elected at each annual meeting called for the purpose of electing Directors. Election shall be by a majority vote cast in person by the members. The slate proposed by the Nominating Committee shall be published in *Gesneriads* with the Meeting Notice as specified in Article V, Section 2. A candidate(s) for the position of Director may be made by petition of at least twenty (20) members, with no more than ten (10) from a single Chapter. Such a petition may replace one (1) or more specific individuals on the Nominating Committee Slate, stating which candidates replace which nominees on the official slate and must be accompanied by written approval of the individuals(s) replacing nominees. Such a petition must be mailed to the Recording Secretary and the Editor of *Gesneriads* before the published deadline for the May/June issue of *Gesneriads*. The Recording Secretary shall arrange with the Editor of *Gesneriads* to have published any slate which complies with the provisions of these Bylaws.

Section 2. Voting Qualifications - Any member in good standing is entitled to one vote at any membership meeting.

Section 3. Vacancies in Office - Any vacancy in the Board of Directors caused by death, disability, nonfulfillment of duty, or resignation shall be filled by the President, with the approval of the Board of Directors.

ARTICLE VII Chapters and Affiliates

Section 1. Chapter Qualifications - Any group of ten (10) or more members of this Society who wish to affiliate themselves to forward the work and purposes, of the Society may be organized into a local Chapter of the Society, and shall be issued a Charter. Any member of this Society may affiliate with any Chapter provided he meets the requirements for membership in that Chapter.

Section 2. Chapter Requirements - Each Chapter shall have a Constitution and Bylaws. Its Charter shall be its Constitution. Its bylaws shall be approved by The Gesneriad Society Board of Directors. It must include among its officers a President, a Vice-President, a Secretary and a Treasurer, each being a different person. The President of the chapter and at least one of the other officers listed above must be members in good standing of The Gesneriad Society. Each Chapter may make additional qualifications for membership; it may determine its own activities and meetings, provided these in no way conflict with The Gesneriad Society Constitution (Charter) and Bylaws. [Amended 7/02/2015]

Section 3. Chapter Duties - Each Chapter shall file with The Gesneriad Society a copy of its bylaws and shall notify The Gesneriad Society annually of the names and addresses of the officers and the total number of dues-paying members, and any amendments made in the past year to the Chapter Bylaws. [Amended July 7, 2000]

Section 4. Affiliate Qualifications - Affiliates are existing groups of individuals, of which at least 20% are members in good standing of The Gesneriad Society, Inc., meeting at regular intervals, with meetings on gesneriad culture and related cultural methods. Affiliates are required to maintain a yearly subscription to *Gesneriads* and may post meeting and show dates on The Gesneriad Society website and have such information published in *Gesneriads*. Affiliates do not enjoy any of the legal benefits afforded to chartered chapters of The Gesneriad Society (e.g. liability insurance coverage).
[Amended July 8, 2005 at annual General Membership Meeting.]

Section 5. Chapter Suspension - The Charter of any Chapter may be suspended by the Board of Directors for just cause, and after due hearing before said Board, may be revoked.

ARTICLE VIII Funds

Section 1. Society Funds - Neither the Board of Directors, nor anyone delegated by them, nor any of the officers, shall incur any debt or liability in the name of the Society beyond the available or maturing funds in the hands of the Treasurer, excluding the monies or securities held for specific purposes. No member of the Society shall profit financially from the net income of the organization. The officers indicated in Article IV, Section 6 shall sign checks and shall be signatories to investment and other accounts. Funds in investment accounts may only be added to or removed upon the written direction of the Finance Committee.
[Amended July 4, 2008]

Section 2. Research Funds - All monies received for research shall be placed in the Elvin McDonald Research Fund, which is hereby created in honor of the founder of The American Gloxinia and Gesneriad Society (now The Gesneriad Society). Chapters and individual members are encouraged to make direct contributions to this fund. These monies shall be distributed to

gesneriad projects as directed by the Research Committees, and accounted for to the Board of Directors. [*Section 2 amended July 5, 2012*]

Section 3. Frances Batcheller Endowment Fund – All monies received for life memberships shall be placed in the Frances Batcheller Endowment Fund. This fund shall be treated as a permanent endowment fund to ensure the financial stability of the Gesneriad Society. A majority of two-thirds of the Directors shall be required to use more than 5% (five percent) of the fund to meet extraordinary expenses. The Chairperson of the Fund Committee is responsible for additional fund raising to enhance the fund. [*Section 3 amended July 7, 2016*]

Section 4. Other Special Funds - Other Special Funds may be established by the Board of Directors as deemed necessary. [*Entire section Amended 7/02/2015*]

Section 5. Dedication of Assets - The properties and assets of this nonprofit corporation are irrevocably dedicated to public or charitable purposes. No part of the net earnings, properties, or assets of The Gesneriad Society, on dissolution or otherwise, shall inure to the benefit of any individual or private person or any member, officer, or director of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to one or more organizations which are and continue to be recognized as exempt organization(s) as specified in Internal Revenue Code Section 501 (a).

ARTICLE IX Amendments

Section 1. Bylaw Amendments - The Bylaws, and each of them, and every part and provision thereof, may be amended, modified or repealed by a two-thirds vote cast in person at a Membership Meeting, provided notice of the proposed amendment, modification or repeal shall have been contained in the notice of the meeting. Bylaws changes should be proposed in writing to the Chairman of the Bylaws Committee. After due consideration by the Bylaws Committee and by the Board of Directors, they shall be presented in *Gesneriads* for members to vote upon at the subsequent annual meeting with or without Board endorsement. They may be accompanied by amendments which the Board believes desirable.

ARTICLE X Rules of Order

Section 1. Robert's Rules - The rules contained in the latest 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 not inconsistent with the Bylaws of this Society.