

THE NATIONAL CAPITAL DAYLILY CLUB, INC.

CONSTITUTION

Article I NAME

The name of this organization is the National Capital Daylily Club, Inc. (hereafter the "Club"). The Articles of Incorporation and any amendments thereto of this organization shall be kept in the possession of the Treasurer. Copies of these documents shall be maintained by the Recording Secretary and the President.

Article II PURPOSE

The Club is to operate exclusively as a nonprofit organization and its purpose shall be to promote, encourage and foster the use, development, and improvement of the genus *Hemerocallis* and the public interest therein.

Article III MEMBERSHIP

Any person in sympathy with the objectives of this Club is eligible for membership and automatically becomes a member upon payment of the yearly dues. The Club shall not make any provisions to prohibit or limit its membership that would be in contravention of Federal or State law.

Article IV BOARD OF DIRECTORS

A Board of Directors, duly elected by the members, shall constitute the executive authority of the Club. A Director must be a member of the Club and of the American Hemerocallis Society. The Board shall have complete and comprehensive power and authority to conduct the business and affairs of the Club and shall have full discretion and decision in any and all questions that may arise, except as limited by the Constitution, Bylaws or vote of the entire membership in assembly. The immediate past President may, at his or her discretion, be a member *ex officio* of the Board.

Article V OFFICERS

The officers of the Club shall be elected annually and shall consist of at least a President, a Vice President, a Treasurer, a Recording Secretary, and a Corresponding Secretary. An officer must be a member of the Club and of the American Hemerocallis Society.

Article VI MEETINGS

A business meeting of the entire membership shall be held once a year to elect members of the Board of Directors and to transact any other business which may properly come before this meeting. Additional business meetings may be held.

The Board of Directors shall meet at least once a year to transact business.

Article VII AMENDMENTS

This Constitution and Bylaws may be amended at any time by a majority vote of the members of the Club present, provided that the text of the proposed amendment and written notice of the meeting is sent to the membership at least three weeks before the meeting.

THE NATIONAL CAPITAL DAYLILY CLUB, INC.

BYLAWS

Article I MEMBERSHIP

Membership in the National Capital Daylily Club, Inc. (hereafter the "Club" or the "Corporation") shall be open to any person or organization interested in the purpose of the Club, subject to payment of dues. There are two categories of membership, 1) Regular, consisting of members who are members of the American Hemerocallis Society, Inc. and 2) Associate, consisting of all other members.

Any member may vote at any business meeting of the Club and may participate in all activities of the Club.

The types of membership, which apply to both membership categories, are as follows:

- **INDIVIDUAL**—An individual member, who is entitled to a single vote and will receive all Club mailings.
- **FAMILY**—Members of a family living at the same residence, who will receive a single copy of all Club mailings. Not more than two members of the family may vote at business meetings.
- **ORGANIZATION**—An organized group, which is entitled to a single vote and will receive a single copy of all Club mailings.
- **SENIOR**—A member who is 65 or older by January 1 of the current calendar year. A senior member has all the privileges of individual membership.
- **YOUTH**—A member who is younger than 19 by January 1 of the current calendar year. A youth member has all the privileges of individual membership.
- **LIFE**—A lifetime membership. A life member has all the privileges of individual membership.
- **HONORARY**—A membership bestowed by the Club, at the decision of the Board of Directors. An honorary member receives all the privileges received by a paid member of the same type.

Article II BUSINESS MEETINGS

A business meeting of the members of the Club shall be held before November 1 of each year at a reasonable time and place determined by the Board of Directors (hereafter the "Board"), when the members shall elect:

- The President and Vice President to serve one-year terms; and
- Five Directors to serve three-year terms on the Board.

Their terms of office shall commence January 1 of the following calendar year.

Contested elections shall be conducted by written ballot. Written ballots do not need to be preprinted with the names of candidates.

Candidates for Director shall be elected by a plurality of members voting. I.e., only one ballot shall be taken and the candidates that receive the most votes shall be elected as Directors. Except however, in the event of a tie, additional written ballots shall be taken for those candidates not clearly elected. Members may not vote for any candidate more than once on each ballot.

The President and Vice President shall be elected by a majority of members voting. If no candidate receives a majority on the first round, a runoff shall be conducted between the top two candidates for the office.

The members may, at any business meeting, transact such other business as may properly be brought before such meeting. Notices of any business meeting shall be mailed to the membership at least three weeks before such meeting. Those members in attendance at a business meeting of the membership shall constitute a quorum.

All questions of procedure shall be resolved by reference to the most recent edition of *Robert's Rules of Order, Newly Revised*.

Article III BOARD OF DIRECTORS

The Board shall be composed of 15 Directors and the immediate Past President. Directors shall be elected by the members of the Club, in groups of five annually for three-year terms. No Director may be elected for more than two consecutive three-year terms. (Hereafter, except in reference to the election of Directors, the term "Directors" includes the immediate Past President.) Directors shall not receive compensation for their services as Directors.

As soon as practicable after each annual election of Directors, but before the last day of the calendar year, the Board shall meet and elect the Treasurer, Recording Secretary and Corresponding Secretary for the new calendar year and transact such business as may be properly brought before the meeting. The place and time for such meeting shall be fixed by the President of the Club or by request of at least five Directors. The President or the Directors present at any meeting, may set the time and place for additional meetings. Notice of the meeting shall be mailed three weeks prior to said meeting.

An emergency meeting of the Board may be called by the President or at least five Directors to consider specific matters. All Directors and officers shall be promptly notified of the subject of the meeting and of the time and place of the meeting. The meeting shall not consider matters other than those originally specified.

If a matter must be addressed by the Board before an emergency meeting can be convened, a poll (e.g., by telephone, postcard, e-mail, or personal contact) of the Board may be taken. An attempt shall be made to contact every member. More than half the Board must assent to an action for it to pass. The Directors and officers shall be promptly notified in writing of the results of such a poll, including who was contacted and how each voted.

Those Directors in attendance at a Board meeting shall constitute a quorum.

Club members are encouraged to attend Board meetings. All Club members present at a Board meeting may express opinions on the business of the meeting, but the acts of a majority of Directors present at the meeting shall constitute the action of the Board.

The Chair of a Board meeting may vote, but only to break ties.

An officer or a Director may be removed for any reasonable cause, as determined by the Board. Charges of reasonable cause for removal may be brought by the Board or filed in a written statement signed by five members of the Club and sent to the Board or to any officer. The accused officer or Director shall be notified of the charges in writing and shall have the privilege of being present at any meeting of the Board at which the charges will be considered. The date for the meeting shall be at least three weeks after the postmark date of the notice. The officer or Director charged may be removed by a two-thirds vote of the Board members present and voting. The vote of the Board shall be final.

If the office of any Director other than the Past President or officer other than the President becomes vacant prior to the end of the term of the office, the Board shall promptly choose a successor by a majority vote. The successor shall hold office for the remainder of the term.

Officers and Directors are fiduciaries of the Club and are expected to act as ambassadors for the Club. Their duties are to be performed in good faith, in a manner which they believe to be in the best interests of the Club. It is intended that any nominee for Director be able and willing to serve the Club actively in any position designated by the Board or the President. Nonattendance of a Director or officer at any two consecutive Board meetings shall be reason enough for the Board, at its discretion, to remove said Director or officer and choose a replacement, under the above procedures.

All questions of procedure shall be resolved by reference to the most recent edition of *Robert's Rules of Order, Newly Revised*. The Board shall appoint a parliamentarian.

Article IV OFFICERS

The officers of this Club shall be elected annually for a term of one year, commencing January 1 of the following calendar year. The officers serve at the direction of the Board and may be removed pursuant to procedures under Article III, BOARD OF DIRECTORS. Officers shall not receive compensation for their services as officers.

PRESIDENT. The President shall be the chief executive officer of the Club and shall preside at all meetings of the Club and the Board. Except however, the President shall not preside over any proceedings related to his or her potential removal from office. The President shall have general and active management of the property and affairs of the Club, present a budget—prepared by the budget committee—each year for approval by the Board, and shall see that all orders and resolutions of the Board are carried into effect. The President shall be an *ex officio* and voting member of every committee, standing or *ad hoc*, except the Nominating Committee. The President may not chair any committee.

The President shall have authority to sign contracts consistent with the approved budget or as approved by the Board. Such authority may be delegated in writing for specific matters. When the Treasurer is not available, the President may sign checks, notes, drafts or orders for the payment of money. The President shall be bonded.

The President may not concurrently serve as a Director. A Director that becomes President vacates the position of Director upon taking office. The President may serve no more than four consecutive terms.

VICE PRESIDENT. The Vice President shall, in the absence or disability of the President, be vested with all the powers of the President. The Vice President shall be willing to be nominated for and serve as President. The Vice President becomes President if the office of the President becomes vacant. The Vice President shall preside over any proceedings related to potential removal of the President from office. The Vice President shall be bonded.

TREASURER. The Treasurer shall have custody of the Club funds, shall keep full and accurate accounts of receipts and disbursements in a double-entry system of books belonging to the Club and shall deposit all

monies in a financial institution approved by the Board and insured by the Federal Deposit Insurance Corporation or a similar successor organization sanctioned by the Federal Government.

The Treasurer shall disburse only those funds consistent with the approved budget or as approved by the Board. An accounting of all Club transactions must be submitted to the Board as it may require it.

All checks, notes, drafts, or orders for payment of money shall be signed by the Treasurer or, if the Treasurer is unavailable, by the President. The Treasurer shall be bonded.

The financial records of the Club shall be inspected once a year by a nonmember of the Club, who shall be approved by the Board and compensated for services. He or she shall send a copy of the results of the inspection by July 1 to the President, who shall send copies to Directors and officers. The Board may order an additional external or internal inspection, review or audit at any time.

The Treasurer shall retain copies of all legal documents as pertain to Club business. The Treasurer shall submit all Federal, State and local tax returns as required by law.

RECORDING SECRETARY. The Recording Secretary shall keep accurate minutes of the proceedings of all meetings of the Club and the Board. The Recording Secretary shall maintain a list of resolutions and standing policies adopted by the Board and shall provide a copy to any member upon request.

CORRESPONDING SECRETARY. The Corresponding Secretary shall act as a secretary to the President and the Board and perform all duties pertaining to the office of a corresponding secretary.

Article V DUES

Dues shall be fixed by the Board. Dues are payable January 1 of each year. To be in good standing, a member must have paid his or her dues by March 1 of each year. A lapsed membership shall be reinstated in good standing upon payment of dues. However, if a member does not pay by March 1, his or her name will not appear on the published membership list. Dues paid by new members joining after August 1 shall be applied as full payment of annual membership dues through the subsequent calendar year.

Article VI COMMITTEES

The chair of each committee shall be appointed by the President, shall serve for one year and may be reappointed. The committee chair shall, with the President's approval, select members of the committee.

Ad hoc committees may be established as needed for events or purposes such as the Region III meeting, Bylaws, etc. Additional standing and *ad hoc* committees may be established by the Board as required.

Standing committees of the Club may include: Auction and Plant sales, Awards, Budget, Club Plants, Education, Fall Picnic, Flower Show, Garden Tours, Hospitality, Membership, Newsletter, Nominating, Publicity, Regional Reporter, River Farm Display Garden, Slide Show, Spring Banquet, Summer Social, Zoo Garden or such other standing committees as the Board may establish. At a minimum, the Club shall have the following standing committees:

BUDGET COMMITTEE. The Budget Committee shall prepare the budget for the upcoming year for presentation by the President, no later than November 1 of the current year. The committee shall include, at least, the President, the Treasurer, and the President Elect.

NEWSLETTER COMMITTEE. The Club shall publish a newsletter in a timely fashion so as to inform the membership of Club activities. It shall be supervised by an Editor appointed by the Club President and to serve at the pleasure of the Board. The Editor shall have sole responsibility for the editorial content of the

Newsletter, subject to direction of the Board. It shall be the duty of the Editor to assemble and publish any and all such information as the Editor may deem of interest to the membership.

NOMINATING COMMITTEE. The President shall appoint the chair of the Nominating Committee by the first Board meeting of the calendar year. The chair must be a current member of the Board. The Committee shall consist of at least four additional members of the Club who are representative of Club membership. No member of the Nominating Committee shall be reported out of the Committee as a nominee. The Committee shall provide a slate of nominees for Directors and all officers of the Club to the President no later than July 15 of each year. Additional nominees, with the prior consent of the nominee, may be made from the floor at the time of elections.

Article VII RESIDENT AGENT OF THE CORPORATION

The Resident Agent shall have the duties of acting as the agent of the Club for purposes of incorporation in the State of Maryland. The Resident Agent will normally be the Treasurer of the Club when the Treasurer is a resident of Maryland. If the Treasurer is not a resident of Maryland, then the position shall be filled by an officer or a Director, chosen by the Board, who resides in Maryland.

The Principal Office of this Corporation shall be the address of the Resident Agent.

Article VIII DISSOLUTION

In the event of dissolution of the Corporation, after paying or adequately providing for its debts and obligations, its Board shall submit a plan for approval by a simple majority of voting members at a business meeting, or meeting of members called for this purpose, to distribute assets of the Corporation to like organizations or those which qualify as tax exempt under Section 501(c) of the Internal Revenue Code or the corresponding provisions of a future Internal Revenue law.

Article IX SAVINGS CLAUSE

If any provision of these Bylaws is unenforceable or illegal, the remaining provisions remain in full force and effect.