

Bylaws of  
The American Boxwood Society  
**February 2024 Proposed Revision**

Article I. Name of Organization

The name of this corporation shall be The American Boxwood Society (hereafter known as ABS). The principal office of the Corporation is located in Boyce, Virginia.

Article II. Purposes

Section 1. Nonprofit Purpose. This corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific purpose. This corporation is devoted to the appreciation and scientific understanding of the genus *Buxus* L. It sponsors and partially funds scientific research projects on *Buxus*. ABS is dedicated to making popular the use of boxwood in landscapes throughout the country and any and all services approved by the Board of Directors.

Article III. Membership

Section 1. Membership in ABS is open to all persons who are interested in the cultivation and scientific aspects of boxwood; the nomenclature of *Buxus* cultivars; its use in the landscape; and in the education of the public regarding boxwood, its history, and its uses.

Section 2. Categories of membership shall be such categories as will be determined by the Board. The membership dues for the categories will be reviewed by the Board of Directors periodically and may be modified by the Board. They will be published annually in *The Boxwood Bulletin* or elsewhere as the Board may direct.

Section 3. The membership will be annually enrolled.

Article IV. Meetings

Section 1. Board meetings

The Board will meet a minimum of four times a year. Each year, the Board will meet in regular session prior to, and following, the annual membership meeting. The Board, at their meeting immediately following the annual meeting will elect one Director to serve on the Executive Committee. At the call of the President or Secretary, special meetings may be held upon notification of all Board members. A quorum of the Board shall have the power to act between regular meetings by telephone, postal or electronic means.

## Section 2. Annual membership meeting

- a. Purpose. The purpose of the annual meeting of the Board and membership is to approve bylaws changes, elect Board members and any other business as set forth before the Board.
- b. Notice of the annual meeting should be 30 days in advance of the meeting and published by any means as the Board may direct. Ten percent of the membership will constitute a quorum. Motions will be passed by a simple majority of those in attendance.

## Section 3. Special meetings

Meetings of the members shall be held at such other times as called by the Executive Committee, the Board of Directors or through a signed petition from one-fifth of the members. At least 30 days' advanced notice of such special meetings shall be given to the membership. Ten percent of the membership will constitute a quorum. Motions will be passed by a simple majority of those in attendance.

## Article V. Board of Directors

Section 1. The Board shall govern the property and business of the Society. It shall have the power to hire an executive director or other administrative agents. Official actions of the Board shall be by majority vote at a meeting in which a quorum is present. A quorum shall consist of a majority of the filled positions of the Board.

### Section 2. Number, Tenure, Election

- a. The Board of Directors ("the Board") are all voting members and shall be composed of the Officers of the Society; nine Directors; and the International Registrar.
- b. Tenure. The term of office for each of the nine Directors shall be three years. Directors may serve two successive terms. Upon leaving the Board, they shall be eligible for re-election after a one-year hiatus from serving on the Board.
- c. International Registrar - The International Registrar shall be appointed by the Board of Directors every three years with the ability to be reappointed indefinitely provided The American Boxwood Society is the International Cultivar Registration Authority for *Buxus* L.
- d. Board members shall be members of the Society.
- e. Directors shall be elected by a majority of the members at the annual membership meeting. Elections for expired terms will be a part of the general nominating process and annual election. Any vacancy will be filled by the Board, with said appointee remaining eligible for two subsequent elected terms.

Section 3. Members of the Board of Directors shall not receive any compensation for their service as a Board member.

Section 4. Resignations from the Board shall be by letter to the President of the Society.

Section 5. A quorum of the Board may remove another Board member, with or without cause, by a two-thirds majority vote.

Section 6. The Director, Blandy Experimental Farm shall serve as a liaison between the Board and the State Arboretum of Virginia.

## Article VI. Officers

Section 1. The officers of the Society shall be a President, Vice President, Second Vice President, Secretary, Treasurer, and Immediate Past President. The Treasurer will serve without bond. The Officers shall perform the duties prescribed by *Roberts Rules of Order Newly Revised*. Where the duties outlined in the reference conflict with these bylaws, the bylaws shall prevail. All legal documents that bind the Society shall be executed by the President and attested by the Secretary and/or Treasurer.

Section 2. Election of Officers. The Officers of the ABS shall be elected by the membership by majority vote.

Section 3. Terms of Office. The term of office for Officers shall be two years. Vacancy occurring in any office except that of President or Immediate Past President will be appointed by the Board until the next election is held. There will be no term limits for officers.

Section 4. The Board may combine the offices of Secretary and Treasurer.

## Article VII. Committees

Section 1. The Society will have Standing Committees and may have Special Committees whose membership will consist of individuals selected by the President and approved by the Board. Any member may serve on committees and non-members may be added to committees for expertise/as needed. A Board member will chair each committee.

Section 2. The Standing Committees shall be the Executive Committee, Finance, Development and Membership, and Communication.

- a. The Executive Committee shall be composed of the Officers plus one Director elected annually directly following the Annual Meeting (or two Directors if the offices of Secretary and Treasurer are combined). The Executive Committee shall be empowered to transact incidental operational business of the Society between meetings of the Board. A quorum of the Committee may remove another Committee member, with or without cause, by a two-thirds majority vote. A majority of the filled positions of the Executive Committee will constitute a quorum.
- b. The Finance Committee will be composed of the Treasurer and a minimum of two other members. The Finance Committee will assist the Treasurer, review financial statements in advance of presentation to the Board, prepare and submit an annual budget, recommend investments, and other duties as the Board may direct.
- c. The Development and Membership Committee is composed of a minimum of two members whose duties are to raise funds for ABS, create and implement outreach strategies including events, campaigns, and materials, and other duties as the Board may direct.
- d. The Communication Committee is composed of a minimum of two members. The duties include the ABS website, social media, dissemination of educational information to members and the general public, and other duties as the Board may direct.

Section 3. Special Committees may include Nominations and Elections and other such committees as the President may appoint and the Board may approve. Special committees will be dissolved upon completion of their assigned task.

#### Article VIII. Conflict of Interest

To ensure that ABS operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, officers, members of the Board, or a member of a committee who has a direct or indirect financial interest shall comply with the conflict of interest policy. The policy will include definitions and procedures, and annual statements, and will be reviewed regularly.

#### Article IX. Electronic Meetings and Voting

Section 1. Meetings of the Board and membership may be conducted with Internet meeting services that support anonymous voting, visible displays identifying those participating, those seeking recognition to speak, showing text of motions, and the results of votes. Meetings of committees may be conducted through Internet meeting services or by telephone.

Section 2. Electronic voting on matters before the general membership is permitted. A quorum will be determined to exist for purposes of conducting an electronic vote when ballots from 10% of the total number of members is received by the conclusion of the announced voting period.

#### Article X. Finance

The fiscal year will commence on January 1 in each calendar year. Finances shall be maintained in accordance with generally accepted accounting principles and records shall be kept in such a manner as to facilitate the preparation of financial reports for the Board and membership. Deposits and disbursements will comply with ABS policy. The financial records will be audited periodically as determined by the Board.

#### Article XII. Rules of Order

The rules contained in the current edition of *Roberts Rules of Order Newly Revised* shall govern ABS in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any rules ABS may adopt.

#### Article XIII. Dissolution

Upon final dissolution or liquidation, the remaining assets of the corporation shall be distributed in such a manner consistent with its purposes as the Board of Directors shall specify.

#### Article XIV. Amendments or Revision of Bylaws

Changes to the bylaws in the form of amendment or revision may be proposed by a committee tasked with bylaws review or by any member. Proposed changes will be submitted to the Board which will approve a recommendation to the membership for adoption or rejection. The bylaws changes and the Board's recommendation will be submitted to the membership at least 30 days prior to a membership meeting. The membership may approve proposals by a two-thirds vote of members in attendance. The accepted changes will be published to the membership as directed by the Board.

*This record contains the complete Bylaws of The American Boxwood Society as **proposed** at a meeting of the membership **to be held** on April 28, 2024, and **to be** published on the ABS website. The previous version was approved at the 2018 Annual Meeting and published in the Spring 2018 issue of The Boxwood Bulletin on pages 54 and 55. Previous amendments published in the Spring 2013 Boxwood Bulletin were subsequently approved at the Annual Membership Meeting on May 21, 2013. Prior to that time, in 1996, the Bylaws were revised and appeared in the January 1996 issue of The Boxwood Bulletin on the inside front cover (page 59); the proposed 2006 revisions were published in the April 2006 issue of The Boxwood Bulletin on page 177.*